UNIVERSITY OF MASSACHUSETTS
COMMITTEE/BOARD MEETINGS
1998 MINUTES

AD HOC COMMITTEE ON AUXILIARY SERVICES
June 2, 1998
November 25, 1998

AD HOC COMMITTEE ON BOARD AGENDA & MEETING SCHEDULE
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AD HOC COMMITTEE ON FINANCIAL STATUS & FUNDING, UMD
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ADMINISTRATIVE REDESIGN COMMITTEE
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December 2, 1998

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINISTRATION AND FINANCE

Tuesday, January 27, 1998; 1:00 p.m.
One Beacon Street, 26th Floor
Board Room
Boston, Massachusetts

Committee Members Present: Chair Fey; Vice Chair Berlandi, Trustees Carpenter, Giblin, Haynes, Karam, Lewenberg, Mahoney, Mihos, Murray, Tirrell and Tremblay

Committee Members Absent: Trustees Bogan, Hoff and O'Leary

Other Trustees: Trustee Naughton

University Administration: President Bulger; Vice President and General Counsel Kirby; Vice President Lenhardt; Chancellors Hogan, Lazare, Penney and Scott; Deputy Chancellors MacCormack and Stanton; Vice Chancellors Dars, Goodwin and Page; Ms. Wanczyk, University Controller; Ms. Uber, University Budget Director; Mr. O'Riordan, Interim Budget Director

Faculty Representatives: Professors O'Connor, Disch and Phelan

Chair Fey convened the meeting at 1:12 p.m. The first item on the agenda was **Consideration of the Minutes of the Prior Meeting of the Committee.**

It was then moved, seconded and

VOTED: To approve the minutes of the November 18, 1997 meeting of the Committee.

Chair Fey then asked President Bulger for his remarks. President Bulger acknowledged Valerie Uber for her work as Budget Director at the University for the past ten years. Trustee Haynes and Chair Karam thanked her for her work and wished her well upon her retirement from the University. Chair Karam also acknowledged the work of Vice President Lenhardt and Janet Wanczyk, University Controller, for their work over the years with the financial matters of the University.

The next item on the agenda for action was **Fiscal Year 1999 Tuition and Fee Rates**. Vice President Lenhardt then made a presentation. The President is recommending that there be no increases in student fees for in-state students (undergraduate or graduate) in the coming fiscal year. In addition, a 5% decrease in undergraduate tuition is recommended. In-state graduate student charges will remain at FY1998 rates.

Vice President Lenhardt also reported that the Trustees are requested to set the maximum of mandatory student charges for each campus with the understanding that the campuses will not exceed that amount once the individual fees have been finalized later in the spring.

There was a discussion about the setting of graduate tuition rates and the need for a comprehensive policy. Currently, the setting of in-state graduate rates is guided by the principle that the combined tuition and curriculum fee rate should be at least 115% of the combined undergraduate tuition and curriculum fee rate. Out-of-state graduate rates were set to match as closely as possible the rates for out-of-state undergraduates.

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It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the total combined tuition and mandatory fees, and average room and board charges at the following maximum rates:

FY 1999 Final Tuition and Mandatory Fees and Room & Board

		UMA	UMB	UMD	UML
1	**Tuition**				
	Undergraduate (Mass. resident)	$1,904	$1,904	$1,574	$1,615
	Undergraduate (non-resident)	$9,018	$8,930	$7,250	$7,482
	Graduate (Mass. resident)	$2,640	$2,640	$2,071	$2,147
	Graduate (non-resident)	$9,018	$8,930	$7,250	$7,482
2	**Mandatory Fees**				
	Undergraduate (Mass. resident)	$3,325	$2,288	$2,597	$2,722
	Undergraduate (non-resident)	$3,432	$2,374	$3,845	$2,796
	Graduate (Mass. resident)	$2,856	$2,300	$2,768	$2,722
	Graduate (non-resident)	$3,204	$2,386	$3,845	$2,796
3	**Total Tuition & Mandatory Fees**				
	Undergraduate (Mass. resident)	**$5,229**	**$4,192**	**$4,171**	**$4,337**
	Undergraduate (non-resident)	**$12,450**	**$11,304**	**$11,095**	**$10,278**
	Graduate (Mass. resident)	**$5,496**	**$4,940**	**$4,839**	**$4,869**
	Graduate (non-resident)	**$12,222**	**$11,316**	**$11,095**	**$10,278**
4	**Room & Board (Average) ***				
	Undergraduate (Mass. resident)	$4,520	N/A	$4,968	$4,676.70
	Undergraduate (non-resident)	$4,520	N/A	$4,968	$4,676.70
	Graduate (Mass. resident)	$4,520	N/A	$4,968	$4,676.70
	Graduate (non-resident)	$4,520	N/A	$4,968	$4,676.70
5	**Total Tuition, Fees, Room & Board**				
	Undergraduate (Mass. resident)	**$9,749**	**$4,192**	**$9,139**	**$9,013.70**
	Undergraduate (non-resident)	**$16,970**	**$11,304**	**$16,063**	**$14,954.70**
	Graduate (Mass. resident)	**$10,016**	**$4,940**	**$9,807**	**$9,545.70**
	Graduate (non-resident)	**$16,742**	**$11,316**	**$16,063**	**$14,954.70**

* *Includes telecommunications charge at Dartmouth and Lowell.*

WORCESTER	*Proposed FY 1999*
1 Tuition	
Medical Students (resident)	$8,352
Graduate (Mass. resident)	$2,640
Graduate (non-resident)	$9,018
2 Mandatory Fees	
Medical Students (resident)	$1,835
Grad Sch of Nursing	$1,885
Grad Sch of Biomed Science	$805
3 Total Tuition & Mandatory Fees	
Medical Students (resident)	$10,187
Grad Sch of Nursing (Mass. resident)	$4,525
Grad Sch of Biomed Sci (Mass. resident)	$3,445
Grad Sch of Nursing (Non-resident)	$10,903
Grad Sch of Biomed Sci (Non-resident)	$9,823

And further, in accordance with Section 1A of Chapter 75 and with Section 9 (i) of Chapter 15A of the General Laws, to recommend to the Board of Higher Education that the tuition for the University campuses for Academic Year 1998-1999 shall be as listed above.

And further, in accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the charges for continuing education at the following rates:

	UMA	UMB	UMD	UML
Continuing Education				
Undergraduate	$115.00	$140.00	$100.00	$160.00
Graduate	$125.00	$155.00	$125.00	$220.00

And further, to authorize the President to approve, no later than April 3, 1998, individual fee rates for mandatory fees, providing that total tuition and mandatory charges to students shall not exceed the combined tuition and mandatory fee rates as outlined above.

Further, the President shall submit budgets for all student fees for approval by the Board no later than June 30, 1998.

The next item on the agenda for discussion was the **Governor's Fiscal Year 1999 House I Budget**. President Bulger reported that level funding has been recommended by Governor Cellucci. A more detailed analysis will be forthcoming.

The next item was the **Fiscal Year 1997 Financial Report Follow-Up**. Ms. Wanczyk gave a presentation highlighting the budgetary results for FY1997 versus the accrual results as presented in the Financial Report. Ms. Wanczyk also reported on five-year trends for financial indicators, debt load per students, cash requirements for reimbursable grants as a percentage of the cash balances, uses of the annual surplus and private gifts expressed as a percentage of total revenues.

Trustee Fey reported that a Financial Seminar is being planned for the spring that will help educate interested Trustees in the financial dealings within the University.

The next item was **Capital and Information Technology Update**. Vice President Lenhardt reported that in FY1997 the supplemental budget funding was made available for all of pubic higher education for both emergency deferred maintenance projects and information technology. The deferred maintenance projects the University has chosen will focus on the most critical needs at the University. The funding for information technology projects will go toward the Massachusetts Information Turnpike Initiative, Distance Learning, and Library Technology for the 21st Century. A FY1998 Emergency Capital Needs list is available.

There being no further business to come before the Committee, the meeting adjourned at 2:10 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINISTRATION AND FINANCE

Friday, March 27, 1998; 12:00 noon
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Karam, Trustees Bogan, Carpenter, Haynes, Mahoney, Murray and Tremblay

Committee Members Absent: Trustees Berlandi, Fey, Giblin, Hoff, Lewenberg, Mihos and O'Leary

University Administration: President Bulger; Vice President and General Counsel Kirby; Vice President Lenhardt; Chancellors Cressy, Hogan, Lazare, Penney and Scott; Deputy Chancellors MacCormack and Stanton; Vice Chancellors Dars, Goodwin and Page; Ms. Wanczyk, University Controller; Mr. O'Riordan, University Budget Director

Faculty Representatives: Professors O'Connor, Disch and Phelan

Chair Karam convened the meeting at 12:03 p.m. President Bulger then reviewed the agenda with the Committee

The first item on the agenda was **Consideration of the Minutes of the Prior Meeting of the Committee.**

It was then moved, seconded and

VOTED: To approve the minutes of the January 27, 1998 meeting of the Committee.

The next item on the agenda was **Approval of Transfer of Funds from Current Unrestricted to Quasi Endowment, UMASS Lowell**. Vice President Lenhardt reported that the Trustees are being asked to designate $1 million dollars from the campus' current unrestricted Fund Balance as Quasi-Endowment.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

> The Board of Trustees hereby designates $1 million of the Lowell Campus' Current Unrestricted Fund Balance as Quasi-Endowment and further authorizes the President or his designee to invest these funds in accordance with the Board of Trustees Cash Management Policy Doc. T92-031, Appendix F as amended June 8, 1994.

The next item was approval of the **FY1999 Other Student Fees**. Vice President Lenhardt reported that two of the campuses have voted to increase the fee for MASS PIRG. The University's lawyers have reviewed this action and have ruled that according to statute students have the authority to increase this fee. He also reported that this vote continues the negative check-off action for the Mass Media, the Boston campus newspaper.

Vice President Lenhardt noted that fees have been generally held stable and for the third year in a row the University is charging less than three or four years ago.

It was then moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the fees for Academic Year 1998-99 as listed in Doc. T98-027.

And further, the President shall submit budgets for all student fees for approval by the Board no later than June 30, 1998.

The next item on the agenda was the **Naming of the Irving S. and Betty Brudnick Institute for Mental Health Research, UMASS Worcester**. Vice President Lenhardt reported that the Worcester campus is requesting Board approval to name the Mental Health Research Center for the Brudnicks who have made a gift commitment of $2.5 million dollars.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

Upon any necessary approvals of state officers, to name the neuroscience research facility, to be constructed by the University of Massachusetts Medical Center and the Department of Mental Health on the campus of Worcester State Hospital, the Irving S. and Betty Brudnick Institute for Mental Health Research, in grateful appreciation of the generous and significant contributions that the Rudnicks have made to the mission of the Medical Center.

The next item on the agenda was the **Approval of Transfer of Funds to the Worcester City Campus Corporation, UMASS Worcester**. Vice President Lenhardt noted the revision to the vote deleting reference to the Building Authority.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with section 4(a) of Chapter 163 of the Acts of 1997, to authorize the Treasurer of the University to transfer from funds of the clinical division of the Medical Center to the Worcester City Campus Corporation the sum of five million dollars ($5,000,000.00) for the purposes of the acquisition through lease, purchase, gift or otherwise of the office building known as the Mid-State Office Building in Auburn, Massachusetts, and the One Biotech building located on Plantation Street in Worcester, Massachusetts, such acquisitions to support the academic and research missions of the University.

Vice President Lenhardt reported on the next item, **Administrative Systems Project Financing** which was added to the agenda to temporarily finance the administrative systems project. The Treasurer will be authorized to make expenditures for the project from current University funds which expenditures are to be reimbursed from the proceeds of the financing.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

That the University of Massachusetts hereby declares its official intent under Treasury Regulations Section 1.150-2 as follows:

That in order to temporarily finance the administrative systems project (including human resources, fiscal and student systems) including the replacement of hardware (including desk top computers), software, cabling and database management systems and, in anticipation of a tax exempt financing not to exceed $50 million dollars, the Treasurer is hereby authorized to make expenditures for the project from University current funds, which expenditures are to be reimbursed from the proceeds of such financing.

The next item was **FY1997 System Peer Analysis**. Ms. Wanczyk reported on the financial ratios trend and provided a comparison to other schools.

The next item on the agenda was a discussion of the **FY1998 Financial Indicators**. Vice President Lenhardt provided an overview report on the development of the Targets, projected to actual performance for FY1997 and a summary of five year projections.

Chair Karam requested that the University's Peers be included in future reports.

The next item was the **FY1998 Mid-Year Report**. Vice President Lenhardt reported that this report is intended to provide the Trustees with a status report on the University's financial situation mid-year.

Following Vice President Lenhardt's report, Chair Karam questioned the campuses about reducing financial aid. This is an area that needs to be discussed and that the University should be striving to eliminate unmet need.

There was also a question about the negative cash flow results at the Dartmouth campus. Chancellor Cressy reports that applications are up by 11% and enrollments are up by 73%.

Chair Karam then asked for a motion to go into **Executive Session** to discuss issues relating to **Real Estate**. He indicated that the Committee would not reconvene in open session.

Chair Karam voted for the motion as did Trustees Bogan, Haynes and Mahoney. The time was 1:25 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINISTRATION AND FINANCE

Friday, May 22 , 1998; 9:00 a.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee and Committee Staff: Chair Fey; Trustees Bogan, Carpenter, Giblin, Karam, Lewenberg, Mahoney, Mihos and Murray

Other Trustees: Student Trustee-Elect Molnar

Committee Members Absent: Trustees Berlandi, Haynes, Hoff, O'Leary, Tirrell and Tremblay

University Administration: President Bulger; Interim General Counsel O'Malley; Vice President Lenhardt; Chancellors Cressy, Hogan, and Penney; Deputy Chancellors MacCormack, Stanton and Williams; Vice Chancellors Dars, Goodwin and Page; Mr. O'Riordan, University Budget Director

Faculty Representatives: Professors O'Connor, UMASS Amherst; Professor Disch, UMASS Boston

Chair Fey convened the meeting at 9:09 a.m. The first item on the agenda for action was **Consideration of Minutes of the Prior Meeting** of the Committee.

It was then moved, seconded and

VOTED: To approve the minutes of the March 27, 1998 meeting of the Committee.

President Bulger then gave an overview of the agenda.

The next item on the agenda was **FY 1999 Fee-Based and Revenue-Based Budgets**. Vice President Lenhardt reported that the FY 1999 fee and revenue-based budgets show growth in both revenues and expenditures with a small projected operating deficit for the combined operations.

Following a discussion on the status of the budgets and questions pertaining to the many facets involved in the process, the Committee asked that future budget presentations show current revenues figures compared to last year's numbers so that the Board can mark its progress in this area.

It was suggested that orientations similar to the one in April be held more often. Vice President Lenhardt stated that he and his staff are always available to discuss the many steps involved in the budget process.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To approve the FY 1999 Fee-Based Budgets at the Amherst, Boston, Dartmouth, Lowell, and Worcester campuses, and the budgets for the FY 1999 Revenue-Based Budgets at the Amherst, Boston, Dartmouth, Lowell, and Worcester campuses, and for Central Administrative Services, as described in Doc. T98-047, and further, to approve other changes in the Statements of Trust as outlined in the executive summary.

The next item on the agenda was **Delegation of Authority to Chancellors to Establish New Endowment Funds in Amounts Less than $500,000**.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To delegate to the Chancellors of the University of Massachusetts the authority to establish endowment funds for the campuses consisting of principal amounts less than $500,000; Chancellors shall request the University of Massachusetts Foundation to manage the investment of those endowments on behalf of the University.

Future requests for the establishment of such endowment funds of $500,000 or greater will continue to be presented to the Board of Trustees for acceptance.

The next item was **Approval of the Establishment of New Endowment Funds, University of Massachusetts Lowell**.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish the following University of Massachusetts endowments at the Lowell campus, and to authorize the President or his designee to request the University of Massachusetts Foundation to manage the investment of those endowments on behalf of the University.

Francis College of Engineering Scholarship Fund
College Education Centennial Scholarship Fund
Robert Griffin Memorial Scholarship Fund
Gary & Sally Mucica Fund
Richardson/Bedell Scholarship Fund
Robert S. Loya Memorial Scholarship Fund
Paul Gayzagian Memorial Scholarship Fund
Sukant & Susan Tripathy Fund
Donahue Fund
Unitas Scholarship Fund
Joseph A. Priestley Sr. Scholarship Fund
Leo Montagna Scholarship Fund

The next item was **Approval of the Establishment of an Endowed Chair in Basic Research, University of Massachusetts Worcester.**

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in basic research at the University of Massachusetts Worcester to be known as the George F. Booth Chair.

The next item was **Approval of the Establishment of an Endowed Professorship in Clinical Research, University of Massachusetts Worcester**. Trustee Lewenberg asked that the Freelander family accept the Board's appreciation for their generosity.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed professorship in clinical research at the University of Massachusetts Worcester to be known as the David J. Freelander Memorial Professorship in AIDS Research.

The next item was the **FY 1998 Financial Aid Report**. Mr. O'Riordan thanked the Financial Aid Officers, the members of their staff, Mary Holden and Mary-Beth Masci in the President's Office, for their assistance developing this information. Some of the highlights included: in FY1998, the University estimates its students will receive nearly $217.7 million in need-based and other financial assistance; institutional need-based financial aid increased from $2.0 million in FY1990 to $18.0 million in FY1998; state need-based financial aid increased slightly from $14.3 million to $18.3 million; University-wide, need-base aid represents nearly 66% of total financial assistance.

Mr. O'Riordan reported on the issue of financial need. In FY1998, 37,000 undergraduates were enrolled at Amherst, Boston, Dartmouth and Lowell; 22,600 (or 61%) were shown to have financial need. Ninety-six percent or 21,700 of those undergraduates shown to have need received some financial aid from the University. The University was able to meet from 65 to 98% of undergraduate students' need in FY1998.

Following discussion by Committee members, Chair Karam commended the Administration for providing the best financial aid report to date.

The next item was **House Ways & Means Budget Update**. Vice President Lenhardt reported that preliminary reports indicate an increase from last year. The Senate budget is now being prepared. There was also a brief discussion about funding for the Commonwealth Honors Program.

The next item was **Administrative Redesign - Faculty/Staff Survey Results**. Vice President Lenhardt reported that one of the ARD outcome measures targeted increased satisfaction levels for support services provided to students, faculty and staff. The final reports for the student surveys are expected to be completed at the beginning of June. Several Committee members thought these surveys could be used as tools showing the University's strengths and weaknesses.

The next item was **Administrative Systems Implementation Update**. Vice President Lenhardt updated the Committee with information about the launching of a comprehensive replacement of all administrative systems. This 3-5 year contract will cost between $35 and $70 million which will provide improved management planning information.

The next item was **Committee on Administration & Finance Ongoing Agenda**. Chair Fey provided an overview of the general activities and responsibilities of this Committee and asked for suggestions regarding future items.

There being no further business to come before the Committee, the meeting adjourned at 10:45 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINISTRATION AND FINANCE

Wednesday, July 29, 1998; 9:00 a.m.
Board Room
One Beacon Street, 26th Floor
University of Massachusetts
Boston, Massachusetts

Committee and Committee Staff: Chair Fey; Vice Chair Berlandi; Trustees Court, Dolan, Dubilo, Haynes, Karam, Lewenberg, Mahoney, Mihos (via conference call), Molnar and Tremblay

Committee Members Absent: Trustees Bogan, Giblin, Hoff, O'Leary

University Administration: President Bulger; Executive Vice President Julian; Vice President Lenhardt; Chancellors Cressy, Hogan, Lazare, Penney and Scott; Deputy Chancellors MacCormack and Stanton; Vice Chancellors Dars, Goodwin and Page; Mr. O'Riordan, Interim Budget Director

Faculty Representative: Professor Disch, UMASS Boston

Trustee Fey convened the meeting at 9:03 a.m. She asked President Bulger for his remarks. President Bulger commented on the recent state appropriation of $20 million for the University, and noted that it is the third significant budget increase approved by the Legislature. He referenced the supplemental state support for collective bargaining contracts, and stated the Legislature has indicated its preliminary support for a 2 to 3 percent increase for the next fiscal year. President Bulger also noted that the progress of the negotiations for collective bargaining contracts has been unprecedented in the history of the University; eleven new contracts are near completion, representing over 5,000 University employees. He referenced the successful radio advertisement campaign and its focus on prominent alumni of the University; the advertisements are reflective of the recent television campaign from early this year.

With regard to the agenda, Vice President Lenhardt explained that the Board will receive a full briefing at the August Trustees' meeting, expanding on President Bulger's comments relative to collective bargaining. He added that these successful negotiations were reflective of a sense of partnership between University administration and union leaders; both sides maintained a commitment to achieving positive results. Vice President Lenhardt reported that portions of the contracts include merit increases for professional staff and faculty. On behalf of the Committee, Vice President Lenhardt offered thanks to Roy Milbury, Vice President of Labor Relations, who was instrumental in the success of the negotiation process for collective bargaining agreements.

Chair Karam referenced the Leadership Summit, held earlier this year; he stressed the need to maintain a commitment to the student evaluation process. He noted that the evaluation of faculty progress and performance is directly linked to this process.

Specific to collective bargaining issues, Trustee Haynes stated that it is critical to maintain a partnership between the unions and University administration. He expressed his thanks to all involved in this major undertaking.

The first item on the agenda was Consideration of the Minutes of the prior meeting of the Committee.

It was then moved, seconded and:

VOTED: To approve the minutes of the May 22, 1998, meeting of the Committee.

The next item on the consent agenda was the Change in Parking Regulations at the University of Massachusetts Amherst. The revisions reflect the addition of a new parking lot and the separation of an existing lot into two separate lots.

It was then moved, seconded and:

VOTED: To recommend that the Board take the following action:

> To amend the Parking Regulations for the Amherst campus, as contained in Doc. T97-073, as amended, by adopting the changes thereto signified in Doc. T98-085.

The first item on the agenda for action was the Fiscal Year 1999 Allocation of State Funds. The Board is being asked to delegate allocation authority to the President due to the impact of supplemental appropriations for collective bargaining on the campus budgets. President Bulger expressed his appreciation to the Governor and the members of the Legislature for their continued support of the University.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

> To direct the President to develop an allocation plan for the amount appropriated for the University in Line Item 7100-0200 of the state appropriation act for fiscal year 1999, and to notify the Board of Trustees of said plan within 40 days of the passage of said appropriation act, and the House and Senate Committees on Ways and Means within 45 days of the passage of said act.

The next item on the agenda for action was an Acceptance of an Endowment for the Establishment of the Constantine Gilgut Professorship in Plant Biology at UMASS Amherst. Chancellor Scott expanded on the details of the endowment, as it allocates $1 million to support programs in the study of plant biology. He referenced the generous contributions donated by the Johnson family toward this endeavor.

It was then moved, seconded and:

VOTED: To recommend that the Board take the following action:

> In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to accept the gift from Patricia and Weldon Johnson for an endowed professorship in plant biology at the University of Massachusetts Amherst to be known as the Constantine Gilgut Professorship in Plant Biology as set forth in the Fund Agreement dated April 4, 1998 between Patricia and Weldon Johnson, the

University of Massachusetts and the University of Massachusetts Foundation, Inc. (Doc. T98-072); and further, to authorize the President or his designee to request the UMASS Foundation to manage the investment of this endowment on behalf of the University.

The next item on the agenda for action was to approve a **Request from the UMASS Building Authority to Pursue License Agreement, UMASS Lowell**. Vice President Lenhardt explained that the Lowell Spinners baseball team requests the use of parking privileges at the Lowell campus.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

WHEREAS: University of Massachusetts Building Authority (the "Authority") is authorized by Chapter 773 of the Acts of 1960, as amended, among other things, to provide dormitories, dining commons and other buildings and structures for the use of the University of Massachusetts (the "University"), its students, staff and their dependents, as well as research organizations and other entities related to the University, and to initiate projects for such purposes upon written request made by authority of the Board of Trustees (the "Trustees") of the University; and

WHEREAS: the Trustees and the Authority, or their predecessors, have entered into a Restated Contract for State Financial Assistance and Services as authorized by said Chapter 773, and by Chapter 557 of the Acts of 1961 and Chapter 267 of the Acts of 1995, for certain projects at the Lowell campus as provided therein, and among such projects was the acquisition of real property and the construction of certain parking lots for the residence halls constructed by the Authority; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Authority enter into the license agreement described below;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of the Authority that the Authority enter into a License Agreement with the Lowell Spinners Baseball Team (doing business as Diamond Action, Inc. - hereinafter "Lowell Spinners") to allow the Lowell Spinners to invite patrons of their baseball games to park their automobiles in specified residence hall parking lots owned by the Authority, said License Agreement to be subject to approval by the Chancellor of the Lowell campus and approved as to form by University legal counsel.

2. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

The next item on the agenda for action was the Approval of A Conveyance of Land to the UMASS Building Authority for the Earl P. Charlton College of Business and Industry Textile Technology Building, UMASS Dartmouth. Trustee Lewenberg explained that there is precedence to acting on this agreement, as it helps to streamline procedures of the Building Authority, while maintaining the guidelines of the DCPO through a set of checks and balances.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

WHEREAS: the Board of Trustees ("Trustees") of the University of Massachusetts ("University"), by unanimous vote on October 8, 1997, BOT Doc. T97-090, authorized the President of the University ("the President"), pursuant to the authority vested in the Trustees pursuant to Chapter 773 of the Acts of 1960, as amended, to request that the University of Massachusetts Building Authority ("Authority") initiate a project consisting of the renovation of the Textile Science Building ("the Building") at the University of Massachusetts Dartmouth for use as the Earle P. Charlton College of Business and Industry ("the Project"); and

WHEREAS: the Trustees are authorized by said Chapter 773 to convey to the Authority, and the Authority is authorized by said Chapter 773 to acquire from the Commonwealth, real and personal property, by sale, lease or otherwise, with or without consideration; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University, and necessary for the expedient completion of the Project, to convey to the Authority the Building and the land on which it sits for such time as is necessary to effectuate the Project;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. the President be and hereby is authorized and directed in the name of and on behalf of the Trustees to convey to the Authority, by grant and without consideration, the real property identified as Lot #19 on the Town of Dartmouth Reference Map #49, and any building located thereon, subject to approval by the Governor of the Commonwealth of Massachusetts, under such terms as are determined by the President to be reasonable, which shall include a provision providing for the reversion of said property to the University ten years from the date of such conveyance or, if deemed advisable by the Authority, such other date reasonably following the date upon which all bonds issued by the Authority in support of the Project have been paid in full.

2. the President and all other officers of the University be and they hereby are and each acting singly is authorized and directed to request the Governor to approve in writing said conveyance and to do such things and to take other action as the officer and officers so acting shall, as conclusively evidenced by their taking action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

The next item was Approval of the Lease of Land for Construction of a Building, UMASS Amherst. Chancellor Scott expanded on this request for the approval of a lease of land for

construction at the University of Massachusetts Amherst, namely for the addition of 40,000 square feet of the School of Management Building.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

WHEREAS: the University of Massachusetts Building Authority ("the Authority") is authorized by Chapter 773 of the Acts of 1960, as amended ("the Act"), among other things, to provide dormitories, dining commons and other buildings and structures for the use of the University of Massachusetts ("the University"), its students, staff and their dependents and certain organizations related to the University and to initiate projects for such purposes upon written request made by authority of the Trustees of the University ("the Trustees") and upon written approval from the Commissioner of Administration; and

WHEREAS: the Trustees are authorized by said Chapter 773 to convey to the Authority, and the Authority is authorized by said Chapter 773 to acquire from the Commonwealth, real and personal property, by sale, lease or otherwise, with or without consideration; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University to lease to the Authority a parcel of land sufficient for the construction of a building at the University of Massachusetts Amherst, and that said lease is necessary for the expedient construction of said building;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. the amendment of the Lease (Amherst and Hadley Property) dated as of April 1, 1984, as amended, by and between The Commonwealth of Massachusetts, acting by the Trustees of the University of Massachusetts, and University of Massachusetts Building Authority ("the Authority"), and the leasing by the Commonwealth to the Authority of a parcel of land, owned by the Commonwealth in the Town of Amherst and adjacent to the University of Massachusetts Amherst School of Management Building, of a sufficient size and location, to be determined by the President subject to the approval of the Trustees, for the construction of a new structure for the School of Management, all as provided in a form of Amendment to Lease (Amherst and Hadley Property) to be presented to the Trustees, be and the same hereby are authorized and approved, subject to such minor changes or insertions in and omissions from said form of Amendment to Lease as may be approved by the Trustees or a majority thereof and by the Chairman or Vice Chairman of the Authority; the Trustees or a majority thereof be and hereby are authorized, in the name and on behalf of the Commonwealth, to sign, seal with the common seal of the University and of the Trustees, acknowledge and deliver said Amendment of Lease (Amherst and Hadley property) in or substantially in the form presented to this meeting; the execution of said Lease (Amherst and Hadley Property) by the Trustees or a majority thereof shall be conclusive evidence (a) of the approval of any such minor change, insertion or omission and the authorization of the same and (b) that the form of Amendment to Lease (with approved Hadley property) so executed (with approved changes, if any) is as hereby authorized and approved; and the recording of said Amendment to Lease (Amherst and Hadley Property) or a notice thereof be and the same hereby is authorized.

2. the President and all other officers of the University be and they hereby are and each acting singly is authorized and directed to request the Governor to approve in writing said lease and to do such things and to take other action as the officer and officers so acting shall, as conclusively evidenced by their taking action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

The first item for discussion was **Capital Projects Update**. Vice President Lenhardt gave a presentation highlighting the development of the capital program and reported that a projects list is being updated for the October meeting. University projects have focused on addressing health and safety issues, deferred maintenance, compliance and limited new construction. Following Vice President Lenhardt's presentation, Chair Karam requested that new buildings include maintenance budgets.

The next item for discussion was the **FY 1999 Budget Overview**. Mr. O'Riordan reported that the University's FY1998 operating budget totaled $1.4 billion in budgeted revenues and expenditures. The FY1999 budget outlook includes the University benefiting from another year with an increase in state funding. The state appropriation for FY1999 is $424.1 million, an $18.8 million increase over the final FY98 appropriation.

The first item for information was a **Report on FY 1998 Professional Service Contracts over $100,000**. Chair Karam questioned the budgeting process concerning consultant contracts and how the amounts are determined. Vice President Lenhardt reported that these budgets are included as a line item in the operating budget.

The next item for information was **Student Satisfaction Survey Results**. Vice President Lenhardt reported that these surveys will be tracked for the next four or five years and that one of the campuses will oversee the survey activities rather than using an outside firm. The results of these surveys will encourage the campuses to implement changes to their service approach. Chair Karam suggested the campuses bring back the results of these surveys and how services have been improved.

There being no further business to come before the Committee, the meeting was adjourned at 10:43 a.m.

JoAnn Conley
Staff Assistant

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINISTRATION AND FINANCE

Thursday, October 1, 1998; 9:00 a.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Fey; Trustees Bogan, Dubilo, Giblin, Haynes, Karam, Mahoney, Mihos, and Tremblay

Committee Members Absent: Trustees Berlandi, Court, Dolan, Hoff, Lewenberg, Molnar, O'Leary and Osterhaus

University Administration: President Bulger; Interim University Counsel O'Malley; Vice President Lenhardt; Mr. Barrett, Associate Director of Human Resources; Chancellors Cressy, Hogan, Lazare, Penney and Scott; Deputy Chancellors MacCormack and Stanton; Vice Chancellors Dars, Goodwin and Page; Esther Terry, Associate Chancellor for Equal Opportunity and Diversity, UMASS Amherst; Madison Thompson, Director, Affirmative Action and Multicultural Relations, UMASS Boston; George Smith, Assistant Chancellor for Equal Opportunity, Diversity and Outreach, UMASS Dartmouth; Barbara Lyman, Director of Affirmative Action, UMASS Lowell; Mr. O'Riordan, University Budget Director

Chair Fey convened the meeting at 9:10 a.m. and asked President Bulger to provide an overview of today's agenda items.

President Bulger first reported that Governor Cellucci has approved most of the labor settlements and forwarded them to the Legislature for funding. He also announced that the task forces to implement post-tenure review are actively working on all the campuses.

President Bulger stressed the importance of today's topic on Capital Planning. The campuses have been asked to refine and update their plans so that they are compatible with the program and strategic needs of each campus. The action taken today will authorize a $670 million dollar capital program. The campus programs that will be discussed today will reflect a commitment to maintain and improve the physical infrastructure on each campus.

The first item for action on the agenda was Consideration of the Minutes of the prior meeting of the Committee.

It was then moved, seconded and

VOTED: To approve the minutes of the July 29, 1998, meeting of the Committee.

The first item on the consent agenda was the Amendments to the Executive Compensation Policy. Chair Karam reported that this action will authorize the President to review the current policy on executive compensation and evaluation of senior administrators and propose amendments to the Board if necessary. Results of any of these actions will be reported to the Board.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To authorize the President to review the Trustee policies on Executive Compensation and Evaluation of Senior Administrators and to propose any amendments to the Board that he deems necessary or desirable.

To authorize the President of the University, from time to time, to establish the salary of each Chancellor in consultation with the Chair, notwithstanding the provisions of any Trustee policy.

To authorize the Chair to renegotiate the terms and conditions, including salary, of the contract with the President of the University for the duration of his appointment notwithstanding the provisions of any Trustee policy.

The Chair shall report the results of any renegotiation and the President shall report the results of any action concluded pursuant to this vote to the individual members of the Board of Trustees in a timely manner.

The terms and conditions negotiated by the Chair and the salaries established by the President shall not be inconsistent with those for similar positions in comparable institutions of higher learning.

The next item on the agenda was the Campus Affirmative Action Plans. Mr. Barrett, Associate Director of Human Resources reported that the Affirmative Action Plan summaries have been designed to provide the Trustees with information on new initiatives and statistical data.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To accept the Affirmative Action Plans of the Amherst, Boston, Dartmouth, Lowell and Worcester campuses of the University of Massachusetts as contained in Doc. T98-101.

The next two items on the agenda for action were the Five Year University Capital Plan Update - Capital Projects List and Request for the University of Massachusetts Building Authority to Undertake Certain Capital Projects.

Vice President Lenhardt called on Joseph Brady, Special University Counsel to report on new legislation which will be beneficial to the University and the Building Authority. Mr. Brady informed the Committee that any approved projects which the Authority undertakes will be acting pursuant to provisions of a recently enacted law. This law allows the Authority to design and contract buildings without the supervision and control of other state agencies.

Vice President Lenhardt then presented the Five Year Capital Plan and an Update of Capital Projects List. Some of the highlights included:

- the ratio of deferred maintenance and new construction to the total capital plan;
- FY1999-2003 capital plan estimates of debt service payment ratios;
- a summary of the University's Five Year Capital Plan, 1999-2003.

Each campus was then asked for the presentation on its capital plan.

Following the Amherst campus report by Chancellor Scott and Vice Chancellor Page, Chair Karam suggested a policy that would oversee campus buildings including maintenance budgets. Chancellors Penney, Cressy, Hogan and Deputy Chancellor Stanton followed with their capital plan reports.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To approve the FY 1999 Capital Plan for the University, as contained in Doc. T98-103.

And further,

VOTED: To recommend that the Board take the following action:

WHEREAS, the University of Massachusetts Building Authority (the "Authority") was created by Chapter 773 of the Acts of 1960 of the Commonwealth of Massachusetts (the "Commonwealth") (said Chapter 773, as amended, being hereinafter called the "Enabling Act") as a body politic and corporate and a public instrumentality of the Commonwealth;

WHEREAS, the Authority is created by the Enabling Act for the general purposes of aiding and contributing to the performance of the educational and other purposes of the University of Massachusetts (the "University") by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the "Trustees"), a research, foundation or other research organization the operation of which in conjunction with the University is approved by the Trustees or other entity and activities of which are approved by the Trustees as furthering the purposes of the University;

WHEREAS, the Authority is authorized by the Enabling Act, among other things,

(a) To construct buildings or structures and to acquire, add to, alter, enlarge, reconstruct, remodel and do other work in or upon or respecting any building or structure, in each case upon written request made by authority of the Trustees; and to provide and install furnishings, furniture, machinery, equipment, facilities, approaches, driveways, walkways, parking areas, planting and landscaping in or for or related to any such building or structure; provided that such approaches, driveways, parking areas, planting and landscaping be approved by authority of the Trustees;

(b) To borrow money from time to time to achieve any one or more of its corporate purposes and to refund obligations earlier incurred for any such purpose and for refunding, and to issue and sell its revenue bonds and notes therefor, payable solely from its revenues;

WHEREAS, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Authority initiate the projects described by the following:

NOW THEREFORE, BE IT RESOLVED THAT:

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of the Authority that the Authority initiate

(a) any or all of the projects set forth on Schedule A attached hereto; and

(b) any other renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used by the University or the Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Authority in writing from time to time by the President or Vice President and Treasurer of the University, the making of any such request being hereby authorized;

2. The projects to be initiated by the Authority in accordance with the request authorized to be made in Section 1 of this resolution may in the discretion of the Authority be undertaken separately or together for financing purposes; and

3. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed to request the Commissioner of Administration to approve in writing the undertaking by the Authority of the projects a request for which is hereby authorized and to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

The next item on the agenda was the Fiscal Year 1999 Operating Budget. Vice President Lenhardt and Mr. O'Riordan reported on the University's budget process, the impact on the budget, new initiatives, budgeted revenues and expenditures (excluding the clinical system), the total FY1999 Operating Budget Revenue ($1,159,838,259), revenues by category (restricted, designated and general operations) and a summary of revenues and expenditures by campus.

Mr. O'Riordan thanked the campus Budget Directors and Vice Chancellors for their work with the budget.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To approve the FY 1999 Operating Budget for the University of Massachusetts, as contained in Doc. T98-065.

The next item on the agenda was the **Fiscal Year 2000 State Budget Request**. Vice President Lenhardt reported that this is a routine item authorizing the President to prepare and submit the FY2000 state appropriation request.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To authorize the President to prepare and submit the Fiscal Year 2000 State Appropriation request.

The next two items on the agenda, **Approval of the Establishment of an Endowed Chair in Orthopedics,** and **an Endowed Professorship in Quality, UMASS Worcester**, have been added at the request of Chancellor Lazare.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in Orthopedics at the University of Massachusetts Worcester to be known as the Arthur M. Pappas Chair.

And further,

VOTED: To recommend that the Board take the following action:

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed professorship in quality at the University of Massachusetts Worcester to be known as the Armand V. and Donald S. Feigenbaum Distinguished Professorship in Quality.

The next item on the agenda for action was the **Approval of Amendments to the Workforce Redesign/Staff Reduction Policy for Non-Unit Staff, UMASS Worcester**.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To approve amendments to the Workforce Redesign/Staff Reduction Policy for Non-Unit Staff, University of Massachusetts Worcester establishing parameters for workforce redesign/staff reduction on the Worcester campus as outlined in Doc. T93-079, as amended.

The next item on the agenda for action was the **Approval of Amended and Restated Definitive Agreement Between the University of Massachusetts and Memorial HealthCare, Inc.**

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

WHEREAS, on March 31, 1998, the Board of Trustees voted to approve the Amended and Restated Definitive Agreement between the University of Massachusetts and Memorial HealthCare, Inc. (Doc. T98-042) with attached exhibits;

WHEREAS, the President was authorized to execute and deliver said Definitive Agreement "with such changes as he in his discretion may approve";

WHEREAS, the President and the Chancellor of the Worcester campus were authorized to execute such agreements and take such actions desirable to effectuate the merger transaction; and

WHEREAS, said Definitive Agreement by its term contemplates subsequent modifications and amendments which must be in writing and require the approval of the University;

To authorize the President to approve such modifications and amendments of the Definitive Agreement (Doc. T98-042) as he in his discretion from time to time deems appropriate; and further authorize the President to delegate such authority to the Chancellor of the Worcester campus.

There being no further business to come before the Committee, the meeting adjourned at 11:20 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ADMINSTRATION AND FINANCE

Wednesday, November 18, 1998; 9:00 a.m.
Board Room
One Beacon Street – 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Fey; Vice Chair Berlandi, Trustees Dolan, Dubilo, Giblin, Lewenberg, Mihos, Molnar and Tremblay

Committee Members Absent: Trustees Court, Haynes, Hoff, Mahoney and O'Leary

University Administration: University Counsel O'Malley; Vice President Lenhardt; Ms. Wanczyk, University Controller; Mr. O'Riordan, Budget Director; Chancellors Scott and Cressy; Vice Chancellors for Administration and Finance Page, Dars and Goodwin; Deputy Chancellors MacCormack and Stanton

Faculty Representatives: Professor Carter, UMASS Lowell

Chair Fey convened the meeting at 9:07 a.m.

The first item on the agenda was **Consideration of Minutes of the Prior Meeting of the Committee**.

It was moved, seconded and

VOTED: To approve the minutes of the October 1, 1998 meeting of the Committee.

In President Bulger's absence, Vice President Lenhardt summarized the Committee's agenda items.

The next item on the agenda was the **FY 1998 Financial Report**. Ms. Wanczyk began her report by thanking the five campuses and the central administration for the work on this report and the Trustees that provide invaluable feed back. Vice President Lenhardt then read an excerpt from an 1898 report from the Massachusetts Agricultural College (now known as UMASS Amherst) showing similar issues facing the University today.

Ms. Wanczyk continued by reporting that five key financial indicators have been selected to track, monitor and predict the behavior of the University's financial activities:

Operating Margin – This indicator measures operating excess or deficit as a percent of total revenues. The University is said to be in financial equilibrium when this indicator is zero or greater. The goal for operating results is that revenues should rise slightly above expenditures, thereby building a reserve for future years for revenue shortfalls, and new initiatives.

Ms. Wanczyk pointed out that the 1998 operating margin would have dropped to 3.4% if the hospital were part of UMASS in 1998.

Financial Cushion – The University is financially better off at the end of 1998 than it was in the beginning of 1998. Due to positive results of operations in 1995, 1996, 1997 and 1998, the financial cushion rose to 18.5 percent. The 1998 cushion would have dropped to 11.7 percent if the Hospital were still part of UMASS in 1998.

Debt Service to Operations – This indicator measures the demand those annual commitments to creditors place on the operating budget. The total debt load is moderate with annual debt service representing 2.8% of the operating budget in 1998. A major move upwards will occur in this ratio when the University implements the new capital borrowing program.

Endowment Per Student – This is used to determine if the quasi-endowment has kept pace with the size of the University. The University's endowment per student was very low at $529 per student in 1993 and climbed to $1,264 in 1994 due to the implementation of the quasi-endowment added in 1998.

Current Ratio – The University is able to meet its short-term cash requirements. The ability to pay the bills slipped between 1993 and 1994, stabilized in 1995, rebounded in 1996, slipped in 1997 and rose to 1.97 in 1998.

Ms. Wanczyk concluded her report by noting the financial condition of the University is stable and improving.

The Committee discussed the quasi-endowment issue and requested information about other public institutions of higher education.

It was then moved, seconded and

VOTED: To recommend that the Board take the following action:

To accept the FY 1998 University Financial Report, as contained in Doc. T98-116.

The next item was the **FY 1998 Treasurer's Report**. Vice President Lenhardt reported that investment income, in addition to supporting educational programs and research projects, might be used to provide matching funds for development efforts and meet critical needs or provide fellowships and/or scholarships.

Vice President Lenhardt then reported on the University's cash investment strategy. The first requirement is to preserve capital. The University must also maintain sufficient portfolio liquidity to meet daily operating needs. After these two standards are met the University needs to achieve a high level of current income on investments. The University must also seek investments with a low degree of risk and a low degree of price risk resulting from changes in interest rates. Lastly, there is a need to maintain at least 20% of the portfolio in marketable government or agency securities.

Vice President Lenhardt reported that discussion on the University's Fixed Income Portfolio would be discussed in greater detail under the heading of the Investment Committee. For FY 1998, the average balance in the operating cash portfolio was $241,680,626 and the year-end operating cash balance was approximately $244,387,065.

Vice President Lenhardt also reported on some of the functions of the Treasurer's Office such as tax reporting, the optional employee benefits, establishing and monitoring all bank relationships, etc.

It was then moved, seconded and

VOTED: To recommend that the Board take the following action:

To accept the FY 1998 Treasurer's Investment Report, as contained in Doc. T98-117.

The next item for discussion was **Administrative Redesign Update**. Chair Fey reported that the Committee on Administrative Redesign would no longer be meeting as a separate committee; their responsibilities will become those of the Administration and Finance Committee. Trustee Giblin will become Vice Chair of the Committee and continue to bring ARD issues to this Committee's attention.

Trustee Giblin reported that the results from administrative redesign have been positive. The Pappas Group proved to be an enormous help in this area and is now coming to a close by conducting exit interview; results of which will be reported at a later date.

The next item was a discussion on **FY 2000 Tuition and Fees**. Mr. O'Riordan presented a summary of tuition, mandatory fees and room and board and an overview of rates between UMASS and its peers. Trustee Lewenberg requested information on the out-of-state rates.

Chancellor Scott, Deputy Chancellor MacCormack, Vice Chancellor Goodwin and Chancellor Cressy then discussed upcoming issues the campuses will face as they prepare their rate recommendations.

Trustee Dolan then made a statement concerning the student support for the Student Center on the Dartmouth campus and requested that the students' views on tuition and fees be considered by management as they move forward with recommendations.

The next item for discussion was an **Update on Commercial Ventures and Intellectual Property (CVIP)**. Vice President Chmura began by thanking Julie Kenny for her help with this report. He then reported that the CVIP is a system-wide initiative started in 1995, and facilitates the professional commercialization of intellectual property developed by faculty at the University.

Vice President Chmura reported that since these actions taken have dramatically improved the University's track record on inventions, patents, licenses and industrial-sponsored R&D associated with license agreements. In the future, the proposed University Research Corporation may offer the University a more effective vehicle for handling some of its commercial activities.

At the conclusion of the discussion, Trustee Lewenberg asked what members of the Board can do to reinforce the research mission of the University. The Committee requested that the record show the Committee's reaffirmation of the commitment to the research mission of the University.

Chair Fey then thanked the members of the President's Office and the Chancellors for their presentations and continued efforts in the areas of finance.

There being no further business to come before the Committee, the meeting adjourned at 11:05 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE ADMINISTRATIVE REDESIGN COMMITTEE

Monday, January 26, 1998; 12:00 noon
One Beacon Street, 26th Floor
Board Room
Boston, Massachusetts

Committee and Committee Staff: Chair Giblin, Trustees Karam and Kraft

Committee Members Absent: Trustees Carpenter, Fey, Haynes, Mahoney, Mihos, Naughton, O'Leary and Tirrell

University Administration: President Bulger; Executive Vice President Julian; Vice President and General Counsel Kirby; Vice President Lenhardt; Chancellors Scott, Penney, Cressy, Hogan and Lazare; Mr. Randy Bell

Chair Giblin convened the meeting at 12:40 p.m. He introduced the agenda item for discussion, **Results of the Administrative Technology Coordinating Committee - Chancellor Hogan.**

Chancellor Hogan reported that the Coordinating Committee will need from each campus and the President's Office, by mid March, an outline plan for implementing the new information technology system to meet the Trustees deadline for mid April. The plan should include the following:

1) How each campus will continue with the present information technology system until the new one is operational;

2) The three major components of the new system (student information system, financial reporting system and human resource management system) should have a timetable showing time to purchase the new software, install it and the time it will take to bring it up to operation including training and technical support;

3) An outline of the cost and how it will be financed.

Vice President Lenhardt reported that a software presentation was scheduled for next week with campus delegations in attendance. This will be followed up with a proposal.

Trustee Giblin thanked Chancellor Hogan and Mr. Bell for their work with this project and is looking forward to results of the Coordinating Committee.

Chancellor Scott briefly mentioned the Administrative Redesign Steering Committee and questioned the need to make the group smaller as it has been difficult to schedule a meeting with so many participants. Chair Giblin agreed; Trustee Karam suggested a report from each campus how these changes are going to be managed, who on each campus is going to be responsible, what is the structure on each campus for the different levels of goals each campus hopes to accomplish. Trustee Kraft suggested the campuses provide a brief draft of where it was and where it is now.

There being no further business to come before the Committee, the meeting adjourned at 1:00 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE ADMINISTRATIVE REDESIGN COMMITTEE

Monday, April 27, 1998; 1:30 p.m.
One Beacon Street, 26th Floor
Board Room
Boston, Massachusetts

Committee and Committee Staff: Chair Giblin, Trustees Carpenter, Haynes, Karam, Kraft, Mahoney and Mihos

Committee Members Absent: Trustees Fey, Naughton, O'Leary and Tirrell

University Administration: President Bulger; Vice Presidents Botman and Lenhardt; Interim University Counsel O'Malley; Chancellors Scott, Cressy, Hogan and Lazare; Deputy Chancellor MacCormack; Mr. Bell, Manager, Administrative Redesign; Mr. O'Riordan, Budget Director, Ms. Harrington, Senior Associate for Academic Affairs

Guests: Ms. Pappas and Mr. Bruegman, Pappas Consulting Inc.

Chair Giblin convened the meeting at 1:40 p.m. and introduced Terence O'Malley, Interim University Counsel of the University.

The first item on the agenda was the **Administrative Systems Progress Report**. In December of 1997, the Administrative Redesign Committee had formed a Coordinating Committee for Administrative Technology and asked that they report back to the ARD Committee in mid-April. Chancellor Hogan, Chair of the Committee then reported on the status of the Coordinating Committee's efforts. One of the major issues facing the Committee was how the University will continue to operate the current system while starting up a new system. The Committee has also attempted to respond to the three charges:

- Establish forums for identifying potential subject areas for inter-campus collaborative efforts in the implementation of new administrative technologies;

- Recommend an approach for the ongoing oversight of the campuses/President's Office implementation of the Framework agreements;

- Be a resource and information exchange to develop high-level implementation plans and time frames for each campus/President's Office within the context of the November '97 Framework for Administrative Technology.

Chair Giblin first thanked the Committee for a well-written report and introduced Mr. Bell. Mr. Bell informed the Committee about the work that was accomplished by the Coordinating Committee which had included a good cross section of people across the five campuses. The Committee met almost every two weeks and had held a joint meeting with the Vice Chancellors for Administration and Finance. Following these discussions the Committee identified several principal areas of planning activities for the campuses and the President's Office. The major priority would be decisions involving inter-campus/President's Office collaboration.

Trustee Mahoney inquired about the decision to purchase the PeopleSoft software program. Vice President Lenhardt responded that it had been determined last November that the University would be better served under one system. The contract with PeopleSoft was completed in March.

The Committee then discussed the importance of a phased-in approach into the new system. Trustee Mahoney reiterated his desire for a single multi-part plan. Vice President Lenhardt reported on the two full-day discussions scheduled with outside consultants and PeopleSoft about operational strategy and customization.

Several members of the Committee stressed the need for a project manager to oversee and be responsible for the outcome of this project. Ms. Pappas also stressed the need to define the role of the President's Office; the question of oversight must be addressed.

It was reported that the Coordinating Committee has not yet responded to Charge #3, developing implementation plans and timeframes for each campus and the President's Office. Completing this information will be the primary focus for the campuses and the President's Office during the next several months.

Trustee Mahoney inquired about a due diligence paper on PeopleSoft. Vice President Lenhardt give a brief history and reported that the Commonwealth and the Amherst and Worcester campuses had performed due diligence.

Following further discussion about the time-frame for an oversight position, President Bulger informed the Committee that the position will work out of the President's Office but that there first needs to be more input from the campuses. A framework needs to be in place; this will be discussed at the two-day discussions scheduled in May.

Chair Giblin then asked for a motion. It was moved, seconded and

VOTED: To continue the work of the Coordinating Committee and have a report submitted to the Administrative Redesign Committee, outlining their progress, in July/August, 1998.

The next item on the agenda was **Campus Updates**. Chancellor Scott distributed an Administrative Redesign and Planning Update Report. He then highlighted some of the campuses' activities: the integrative Student Information System, the "Striving for Excellence" Work plan restructured to meet the Goals of the Strategic Action Initiatives, The Procard Pilot Program, the Travel Reimbursement Incentive Program, UCARDS, the Exclusive Beverage Contract, the Customer Satisfaction Surveys, Opening Operations Committee, Grant Application and Management System, the Hiring Process, and the Integrated Student Information System.

Chancellor Scott also reported on the Review of Legislative Mandates. The University is required to follow a number of legislative mandates to ensure that the University complies with external political, legal or other requirements. Since these issues have broad university-wide implementations there needs to be more discussion with the President's Office on how best to address them.

Chancellor Cressy reported the need to revitalize enrollment management. He was pleased to report that the Dartmouth campus is up 59% in enrollment over last year and thanked Ms. Pappas and the Pappas Consulting Group for their help in this area. He then thanked Chair Karam and Trustee Haynes for their work at the Leadership Summit.

Deputy Chancellor MacCormack reported on the need for follow-up with issues from the Leadership Summit. President Bulger assured the Committee that a report is being drafted summarizing the goals from the Summit and how the University should proceed with these issues.

Trustee Haynes reminded the Committee that he and Chair Karam have volunteered to help in this area and that the Chancellors need to schedule a follow-up setting.

Chancellor Scott then mentioned his pleasure with the two Commencement speakers this year and thanked the President for his help with assuring the attendance of one of them.

Mr. O'Riordan then gave an update on the **Satisfaction Survey**. The results of the faculty survey will be discussed at a meeting of the Committee on Administration and Finance. The student surveys will be coming in until the end of May. These results will be reported on at either the next A&F meeting or ARD meeting. Mr. O'Riordan then reads several questions from the surveys.

Trustee Carpenter recommended some areas that need to be focused on in further surveys: housing, athletics, student government and food services.

Ms. Harrington then read a report written by Chancellor Penney on **Enrollment Management**. The Enrollment Management Committee was charged with the task of improving enrollment practices on campus regarding financial aid and admissions. The Committee has accomplished the following tasks:

- Improvement of processes on each of the campuses for admissions, enrollment and financial aid which will be significantly enhanced with PeopleSoft.

- Enrollment Management: Implementation of two Board policies - an inter campus transfer policy and a University-wide admissions application.

- Enrollment data and financial aid data: The committee worked with the Pappas group to simplify and improve the format.

- Getting the word out about UMASS: President Bulger has been appearing at local high schools and recently the Television ad featuring graduates of the University. Campuses have also enhanced their outreach efforts.

A smaller group of enrollment management people will continue to meet to review these tasks.

Chair Giblin asked that the report be distributed to the members of the Committee.

The next item was an **Update on Administrative Outcome Measures**. Mr. Bruegman from Pappas Consulting, Inc. reported on Outcome Measure #2: Administrative Expenditure Structure. The objective is to have the campus restructure their administrative organizations to reduce the percentage of their expenditures allocated to administrative costs.

Mr. Bruegman then reported on Outcome Measure #4: Revenue Structure. The campuses are expected to increase revenue from sources other than tuition and fees. The intent is to reduce the dependency upon tuition and fees as a major source of revenue and increase the dependency on revenue from other sources such as state appropriations, grants and contracts, private gifts and endowment gifts.

Mr. Bruegman then reported on Outcome Measure #5: Dollars Reinvested. The campuses are expected to engage in academic restructuring. Savings realized from ARD are expected to be reallocated to support academic restructuring. It was reported that positive progress has been made and that the campuses should continue to focus on the strategic priorities.

Ms. Pappas gave a brief report on the **Current Status of Administration Redesign Progress**. Two reports have been completed following visits to 40 web sites. More information on this subject will be available at the next ARD meeting.

There being no further business to come before the Committee the meeting adjourned at 3:35 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE ADMINISTRATIVE REDESIGN COMMITTEE

Tuesday, June 9, 1998; 2:00 p.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee and Committee Staff: Chair Giblin; Trustees Carpenter, Karam, Mahoney and Mihos

Committee Members Absent: Trustees Fey, Kraft, Haynes, Naughton, O'Leary and Tirrell

University Administration: Interim General Counsel O'Malley; Vice President Lenhardt; Mr. Bell, UIS

Guest: Ms. Pappas, Pappas Consulting Group

Chair Giblin convened the meeting at 2:10 p.m.

The first item on the agenda was a **Report on the Roles and Responsibilities of Multicampus Systems and Their Board of Trustees**. Ms. Pappas began by highlighting aspects of the Roles and Responsibilities as concluded in the Report:

- More than one-half of all college and university students are enrolled on a campus with multicampus systems which are operated under a single governing board;
- Nearly three-fourths of the students now enrolled in public colleges attend schools that are part of a multicampus system;
- While no two multicampus systems are alike, most systems share principal responsibilities such as establishing systemwide and campus missions, advocacy for the needs of the state; appointment, compensation and evaluation of campus CEO's; allocation of resources among the campuses and academic program review.

Ms. Pappas then reported that an AGB report had identified several ideas that work for multicampus systems:

- Education and research must take place on campuses and not in systems;
- Coordination and control of academic affairs should rest largely in faculty hands;
- Promote intercampus cooperation in program development an operations by assigning responsibility for programmatic or administrative tasks to a lead campus (distance learning and administrative technology);
- Pay major systemwide attention to programs at the graduate and professional level;
- Relations with state and federal governments should be handled at the system level;
- Where economic of scale are crucial, centralize operations while preserving maximum campus flexibility;
- Once economies of scale are crucial, centralize operations while preserving maximum campus flexibility;
- Once budgets are allocated to campuses, maximize local control;
- Decentralize decisions about the physical development of a campus;
- Fundraising is principally a campus activity;

- Ensure a process of continual revitalization of top-quality leadership on the Board and in administrative positions. Rules of excellent systemwide trusteeship should include: equality among the campuses, avoid micromanagement.

There was a discussion about the need for a task group(s) and/or an oversight committee to work together on specific challenges facing the campuses. Trustee Mahoney mentioned the UMASS Foundation meeting with the Development Officer from each campus working together for a common goal with guidance from the Trustees and the President.

Chair Karam discussed the need to seek accountability within the campuses when discussing budgets. Vice President Lenhardt explained that the President has extensive budget discussions with each Chancellor; the Chancellors then produces a concise budget report following a standard format which also shows a campus' restructuring status.

Fundraising activities were briefly discussed. In the case of this University, the Foundation, Development Officers and Trustees help identify and solicit donors.

Ms. Pappas briefly touched on the leadership and communication issues. The system currently in place seems to work well with the Vice Presidents communicating directly with the Chancellors.

There was also a discussion about the need for follow-up work from the Leadership Summit, particularly on the Dartmouth campus.

The next item for discussion was a **Report on Redesign/Re-Engineering Projects Conducted/Underway; State University System Comparisons**. Ms. Pappas reported on the two primary drivers for redesign activities: the changing fiscal environment of higher education and the erosion of public trust in public higher education and the demand for increased accountability to the taxpayers and citizens. She also touched on the common themes for the outcomes of redesign measures from different perspectives and the need to have a firm come in and undertake an audit on all of the campuses which would help reduce costs.

The Committee then discussed the **Recommendations for the Future**. There was a discussion about the on-going agenda for this Committee. Chair Giblin reported the approach to sustaining the momentum of ARD; Trustees will continue to oversee the ARD initiative. Chair Giblin recommended quarterly meetings with Chancellors to hear reports on progress.

Vice President Lenhardt reported that satisfaction surveys for faculty and staff will be conducted on an annual basis and that there will be an annual Administrative Redesign Performance Report.

Ms. Pappas expressed her intention to meet one on one with each Trustee about their thoughts concerning ARD issues. Also in the works is a 3-5 year "follow-through" plan for the full Board's review.

There being no further business to come before the Committee, the meeting was adjourned at 3:25 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE ADMINISTRATIVE REDESIGN COMMITTEE

Tuesday, September 29, 1998; 12:30 p.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Giblin; Trustee Naughton

Committee Members Absent: Trustees Fey, Haynes, Kraft, Mahoney, Mihos and O'Leary

Other Trustees: Trustee Molnar

University Administration: Vice President Lenhardt; Interim University Counsel O'Malley; Chancellors Scott and Hogan; Vice Chancellors Page and Goodwin; Deputy Chancellors MacCormack and Stanton; Mr. Randy Bell, Director, Administrative Redesign

Guests: Ms. Alceste Pappas, Pappas Consulting Group

Chair Giblin convened the meeting at 12:45 p.m.

The first item on the agenda was the **Final Report on OUTCOME MEASURES from Pappas Consulting Group, Inc**. Ms. Pappas first reported that the Pappas Group is currently in the process of conducting exit interviews with each of the Chancellors, Vice Chancellors and members of the Committee to obtain their assessment of what ARD has accomplished, what it has failed to accomplish and what needs to be accomplished in the future. The results will be contained in a final report which will be issued in December. A report is also being completed on an assessment of audit functions within the University.

Ms. Pappas reported on the status of the five objectives for implementation by the year 2000 which are:

1) Re-engineer administrative support services to improve the overall satisfaction of the users of these services;
2) Restructure the administrative organization to reduce administrative costs;
3) Develop programs to improve student retention;
4) Increase revenue from sources other than tuition and fees;
5) Reallocate resources to strategic initiatives through academic restructuring.

To measure the University's success in achieving the five objectives a set of outcome measures had been developed:

1) Satisfaction Surveys
2) Administrative Expenditure Structure
3) Graduation Rates
4) Revenue Structure
5) Dollars reinvested

Ms. Pappas then reported on the initial results from each of the outcome measures:

Outcome Measure #1: Satisfaction Surveys - the results of these surveys indicated that students and faculty across the campuses are, as a whole, satisfied with administrative services.

Outcome Measure #2: Administrative Expenditure Structure - over a six-year period since 1991, the percentage share of expenditures allocated to administrative costs has remained relatively constant across the campuses. The Report highlighted each campus' outcome.

Outcome Measure #3: Graduation Rates - the 1996 graduation rates at the campuses ranged from 32% to 60% which shows significant differences among students: Amherst 60%; Boston 32%; Dartmouth; 52% and Lowell 43%; graduation rates began to rise at Amherst and Lowell in 1997, Boston maintained its rate and Dartmouth's rate was down.

Outcome Measure #4: Revenue Structure - campus targets for realizing a 5% reduction in the percentage of revenue provided by tuition and fees is headed in the right direction; the Boston and Worcester campuses are already below their targeted reductions. Initiatives to hold down increases in tuition and fees rates have worked; the percentage share or revenue provided from tuition and fees is declining or being held constant on all the campuses.

Outcome Measure #5: Dollars Reinvested - dollars are being reinvested in the strategic planning priorities approved for each campus.

Ms. Pappas concluded her report by stressing the need to continue to implement the five objectives and to remain focused on the strategic priorities for each campus. Also, the targeted 5% reduction in the percentage of expenditures allocated to administrative services may have to be extended beyond the year 2000 due to new administrative systems and technology and improvements in student services.

The next item on the agenda was the **Report from the ARD Administrative Technology Coordinating Committee**. Chancellor Hogan provided some background information which led up to the Committee's report. This past April, the President's Office led by Vice President Lenhardt negotiated a contract with PeopleSoft a major step towards implementing technology advances. This fall a Requirements Definition study will occur on all campuses and in the President's Office which will help identify the business needs of the University.

Chancellor Hogan continued by reporting that the President's Office will be hiring a high-level administrator to coordinate the efforts of the President's Office and the campuses in achieving their implementation goals. The report also recommends the establishment of a system-wide Implementation Coordinating Committee and an additional system-wide team who will be responsible for enhancing communication and sharing information.

Chair Hogan commended the Committee for their work with this report.

Mr. Bell reported on the report's recommendations and stressed that during upcoming collaboration, the campuses need to individually identify those topics that would be beneficial to them in accomplishing the implementation of their goals. The implementation process is at a critical juncture and needs the Committee's endorsement of its future plans.

Chair Giblin congratulated the Committee for the report and announced that recommendations as a result, would come before the Board for action.

The next item on the agenda was the **Recommendations for Future Governance of Administrative Redesign**. Chair Giblin reported that matters concerning Administrative Redesign would continue to come before the Committee as long as it is needed.

There being no further business to come before the Committee the meeting was adjourned at 1:55 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE ATHLETIC COMMITTEE

Tuesday, March 31, 1998; 1:00 p.m.
Board Room
Foster Administration Building
Old Westport Road
North Dartmouth, Massachusetts

Committee Members Present: Chair Bogan; Trustees Bissonnette, Karam, Lewenberg, Murray and Tremblay

Committee Members Absent: Trustees Mihos, Dubilo, Foley and O'Leary

University Administration: Vice President and General Counsel Kirby; Chancellors Scott and Cressy; Mr. Marcum, UMASS Amherst, Mr. Dowd, UMASS Dartmouth, Mr. Skinner, UMASS Lowell, Athletic Directors; Ms. Robinson, Vice Chancellor, UMASS Boston; Ms. Hackney, Vice Chancellor, UMASS Dartmouth

Chair Bogan convened the meeting at 1:10 p.m. and asked for **Campus Updates on Athletic Activities**. Mr. Marcum from the Amherst campus began the discussion by reporting that Mr. Camby, former member of the Minuteman Basketball team has reimbursed the University for $150,000.00.

Mr. Marcum also provided an update on **Division 1 Football, UMASS Amherst.** This issue is on hold until the campus explores the possibility of hiring a consultant to study the feasibility of the campus entering a conference. The Committee asked to be kept informed of the situation.

Mr. Dowd from the Dartmouth campus then gave his report and informed the Committee that the campus is still in the process of finding a permanent Athletic Director. The list is down to fourteen individuals and is expected to be filled by July 1st.

Chancellor Cressy reported that the Dartmouth campus is looking into the possibility of constructing an ice hockey rink on campus.

Mr. Skinner from the Lowell campus reported on the possibility of the Lowell campus entering Division 1 in many of the squads. The campus now has excellent facilities for hockey, football and baseball. The Committee asked Mr. Skinner to evaluate the financial aspect of entering a division in all sports.

Mr. Marcum then reported on the **Campus Travel Policy for Athletes on University Business, UMASS Amherst** in response to the State Auditor's Report. Mr. Marcum assured the Committee that progress will continue to be made with accuracy in reporting. Chair Karam commented on the leadership shown in the Athletic Departments on all campuses and the need to be diligent in our reporting.

Mr. Marcum then reported on the **Status of Women's Ice Hockey on the Amherst campus**. Mr. Bogan asked Mr. Marcum to report back to the Committee in 60-90 days the feasibility of integrating a women's hockey program at Amherst and the potential cost.

Vice Chancellor Robinson from the Boston campus reported that the campus is in the process of re–evaluating some of the Athletic Programs on the campus. Vice Chancellor Robinson then reported on the important community service through the Boston campus Athletic Department being provided by Mr. Titus, Athletic Director.

In response to two **Audit Reports: Intercollegiate Athletic Department and the Minuteman Court Club** the Committee requested information from the campus regarding comparisons to our peers. Mr. Marcum reported that he would provided the Committee with surveys.

There being no further business to come before the Committee the meeting was adjourned at 2:25 p.m.

Barbara D. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

Tuesday, January 27, 1998; 11:30 a.m.
Knapp Room
One Beacon Street , 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Naughton; Vice Chair Giblin; Trustees Haynes, Karam and Tirrell

Committee Members Absent: Trustee O'Leary

University Administration: Mr. Bench, Associate Counsel; Vice President Lenhardt; Chancellor Penney; Vice Chancellors Page, and Goodwin; Deputy Chancellors MacCormack and Stanton; Ms. Sullivan, UMASS Dartmouth; Ms. Wanczyk, University Controller; Mr. Wolcott, Senior Director for Auditing and Fiscal Affairs

Guests: Coopers & Lybrand: George Ingram, Brian Cotreau; Wolf & Co., Paul Cloonan

Chair Naughton convened the meeting at 12:10 p. m.

The first item on the agenda was Consideration of Minutes of the Prior Meeting of the Committee. It was moved, seconded and

VOTED: To approve the minutes of the November 18, 1997 meeting of the Committee.

The next item on the agenda was the Report on Federal Financial Assistance Programs in Accordance with OMB Circular A-133. Mr. Ingram from Coopers & Lybrand reported no reportable conditions or material weaknesses as defined by generally accepted auditing standards. He did note that there were a number of instances of non-compliance to federal requirements in the report. However, reporting of such instances is mandatory so any non-compliance item must be reported. He stated that he believes that none of the instances of non-compliance are very significant.

The next item on the agenda was WUMB-FM Radio Required Communication Letter Annual Audit for FY97, Financial Statements and Schedules and Management Letter, Annual Audit for FY97, UMASS Boston. Mr. Cloonan of Wolf & Co. explained the purpose of each of the items submitted. He noted that the station's financial statements received an unqualified opinion and that there were no current findings in the management letter. The previous year's finding on cash control issues was reviewed and found to be positive.

The next item was WFCR-FM and Friends of WFCR, Inc., Combined Financial Statements and Schedules, UMASS Amherst. Mr. Wolcott reported that WFCR's financial statements also received an unqualified opinion from the auditors and that station operations were satisfactory. In response to questions raised by Trustee Karam regarding station operations, Mr. Wolcott pointed out that WFCR benefits from the activities of many volunteers as well as the collaborative efforts of the five college consortium.

Chair Karam requested additional information dealing with the costs of operation for both WFCR and WUMB . Mr. Wolcott stated that station management would be asked to provide information.

The next item on the agenda was Management Letter, University of Massachusetts Clinical Services Division, UMASS Worcester. Mr. Wolcott reported that the Management letter was fairly minor and reflected only minor areas for improvement. He did note that two reported Industry issues were mentioned. One was the importance of the Corporate Compliance at the Clinical System and the need for continued support for the implementation of the program. The other was the Year 2000 issue where the Clinical System was commended for their proactive role and urged to maintain their commitment in meeting this challenge.

The next item was University of Massachusetts Division of Continuing Education, Financial Statements and Auditor's Report, UMASS Boston. Mr. Wolcott reported that this is a very profitable operation as shown in the program's unqualified financial statements. Chancellor Penney stated that the decline in fund balance was due to planned adjustments of overhead charges by the University.

The next item was the University Auditor's Office Status Report as of October 31, 1997. Mr. Wolcott provided the Committee with an update of the current projects in the auditor's office. Of particular interest was the progress of the Corporate Compliance program at Worcester and activity within and outside the University in connection with Year 2000 issues.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Reports on the Board Consent Agenda:

Management Letter, University of Massachusetts Clinical Services Division, UMASS Worcester (Doc. T98-013)

Report on Federal Financial Assistance Programs in Accordance with OMB Circular A-133 (Doc. T98-017)

WFCR-FM and Friends of WFCR, Inc., Combined Financial Statements and Schedules, UMASS Amherst (Doc. T98-014)

University of Massachusetts Division of Continuing Education, Financial Statements and Auditor's Report, UMASS Boston (Doc. T98-015)

WUMB-FM Radio Required Communication Letter Annual Audit for FY97, UMASS Boston (Doc. T98-018)

WUMB-FM Radio Financial Statements and Schedules, UMASS Boston (Doc. T98-019)

WUMB-FM Radio Management Letter, Annual Audit for FY97, UMASS Boston (Doc. T98-020)

University Auditor's Office Status Report as of January 9, 1998 (Doc. T98-021)

There being no further business to come before the Committee, the meeting was adjourned at 12:50 p.m.

Lawrence T. Bench
Associate Counsel

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

Friday, March 27, 1998; 9:00 a.m.
One Beacon Street - 26th Floor
Knapp Room
Boston, Massachusetts

Committee Member Present: Chair Naughton

Committee Members Absent: Trustee Giblin, O'Leary and Tirrell

Other Trustees: Trustee Michael Murray

University Administration: President Bulger; Chancellor Cressy; Vice President Lenhardt; Vice Chancellors Page, Dars and Goodwin; Deputy Chancellors MacCormack and Stanton; Ms. Wanczyk, University Controller; Mr. Wolcott, Senior Director for Auditing and Fiscal Affairs; Mr. Lecnar, Senior Auditor

Faculty Representative: Professor O'Connor, UMASS Amherst

Guests: Coopers & Lybrand: Mr. Gabranski

Chair Naughton began the meeting at 9:00 a.m.

The first item on the agenda was **Consideration of Minutes of the Prior Meeting of the Committee**. It was moved, seconded and

VOTED: To approve the minutes of the January 27, 1998 meeting of the Committee.

The next item on the agenda was the **Report on Accounting and Operating Controls and Procedures (Management Letter), FY97 UMASS Audit.** Mr. Gabranski from Coopers & Lybrand reported the audit considered the University's internal control structure at the Office of Central Administration, the Amherst, Boston, Dartmouth, Lowell campuses and the Medical School in Worcester. Mr. Gabranski stated that there were no material weaknesses in internal controls as defined by generally accepted auditing standards. He did note that the Year 2000 date problem could be potentially serious if not addressed in a timely manner since many University systems were legacy systems.

Vice President Lenhardt reported the Administration had recently signed a contract with PeopleSoft Systems to provide current financial student and human resources systems that would be Year 2000 compliant.

The next item was **Agreed-Upon Procedures Reports for NCAA Compliance, FY1997.** Mr. Wolcott briefly discussed the major item of the first report, **Intercollegiate Athletics Department**. He reported that the work showed the Athletics Department and the outside booster organizations were accurately reporting their revenues and expenditures. He also reported that the University had paid the NCAA-imposed penalty of about $151,000, or 45% of tournament proceeds, for violations of NCAA rules by a player.

Chair Naughton inquired about the student athlete in question repaying the money as promised. It was not yet known if all the money has been repaid; it was noted that any money repaid would go to the School of Education and University Health Center rather than the Athletic Department.

The next report involved the **Minuteman Court Club and the Related UMASS Athletic Fund**. Mr. Wolcott that there were no reportable conditions and only a few minor errors reported.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

Accounting and Operating Controls and Procedures (Management Letter), FY97 UMASS Audit

It was moved, seconded and

VOTED: To recommend that the Board accept the following Report:

Intercollegiate Athletics Department, Agreed-Upon Procedures Report for NCAA Compliance, FY1997

And further,

VOTED: To recommend that the Board accept the following Report:

Minuteman Court Club and the Related UMASS Athletic Fund, Agreed-Upon Procedures Report for NCAA Compliance, FY1997

The next item was the report on **WFCR-FM and the Friends of WFCR, Inc. Management Letter, Annual Audit for FY1997, UMASS Amherst.** Mr. Wolcott stated that the management letter was fairly minor and reflected only minor areas for improvement with no significant weaknesses found by the auditors.

It was moved, seconded and

VOTED: To recommend that the Board accept the following Report:

WFCR-FM and the Friends of WFCR, Inc. Management Letter, Annual Audit for FY1997, UMASS Amherst

The next item on the agenda was the report on **Bursar's Office Operations, UMASS Amherst.** Mr. Lecnar reported on some of the recommended measures which would enhance the control environment and efficiency of some of the operations including obtaining updated software for recording and processing travel advances, recording and processing Athletic Advances and updating the Bursar's Office Procedures.

Vice Chancellor Page reported that there had been two Bursars since the last audit was held. The current Bursar has been in the position since June, 1996 and the Auditors have met with him to review prior audit reports and discuss previous audit recommendations. Vice Chancellor Page also stated that he was very satisfied with the delivery of audit services on the campus. He was particularly pleased with the approach of the auditors, that of cooperation and consultation with management to identify and work to solve problems rather than as adversaries.

Mr. Wolcott mentioned that this was the department's approach throughout the University and was also reflected in a Management Letter finding where audit activity on the Lowell campus was reported to have resulted in identifying and resolving issues. He stated that this approach results in fewer audit reports but is considered much more beneficial to the University.

It was moved, seconded and

VOTED: To recommend that the Board accept the following Report:

Bursar's Office Operations, UMASS Amherst

The next item was the report on **University Auditor's Operations Report, as of March 6, 1998**. Mr. Wolcott began his report by discussing the continued participation in the Year 2000 effort on how to approach the problem's resolution. Staff members from Boston are serving as consultants to the UIS's Year 2000 Project Management Team formed to provide project planning and software tool evaluation services.

There was a discussion on the Purchasing audit at Dartmouth. A report is being drafted and will be provided at the next meeting. Chancellor Cressy discussed the contracts under audit.

There was then a discussion about the State Auditor's Report concerning Tuition Waivers. Vice President Lenhardt reported the need to advocate tuition waivers for graduate students.

Chair Naughton stated his belief that this was a serious issue and recommended it be brought back to the Committee on Administration and Finance or Committee of the Whole for further discussion.

Mr. Wolcott also updated the Committee with the status of the Essler case, now scheduled for an April trial.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

University Auditor's Operations Report, as of March 6, 1998

There being no further business to come before the Committee, the meeting was adjourned at 10:00 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

Tuesday, August 4, 1998; 1:00 p.m.
Room 114
Durgin Hall - South Campus
University of Massachusetts
Lowell, Massachusetts

Committee and Committee Staff: Chair Naughton; Vice Chair Giblin; Trustees Dolan, Haynes and Karam

Committee Members Absent: Trustee O'Leary

Other Trustees: Trustee Bogan

University Administration: President Bulger; Interim General Counsel O'Malley; Vice President Lenhardt; Deputy Chancellors MacCormack and Stanton; Vice Chancellors Page, Dars and Goodwin; Ms. Wanczyk, University Controller; Mr. Wolcott, Senior Director for Auditing and Fiscal Affairs; Mr. Lecnar and Ms. Pimentel, University Auditors

Faculty Representative: Professor O'Connor, UMASS Amherst

Guests: Ms. Dorothy A. Hauver, Manager, KPMG Peat Marwick

Trustee Naughton convened the meeting at 1:10 p.m.

The first item on the agenda was **Consideration of Minutes of the Prior Meeting of the Committee**. It was then moved, seconded and

VOTED: To approve the minutes of the March 27, 1998 meeting of the Committee.

To accommodate Ms. Hauver from KPMG Peat Marwick, the first items on the agenda were **Audited Financial Statements, FY97 University Health Services (Student Health Trust Funds and Supplemental Health Benefits Plan Trust Funds), UMASS Amherst and Management Letter, FY97 Audit, University Health Services, UMASS Amherst**. Ms. Hauver discussed the results of operations of the Student Health Trust Funds reporting that the financial statements received an unqualified opinion. She also noted that the funds reported a deficiency of revenues over expenses due to a moderate decrease in revenues combined with significant increases in operating expenses.

Ms. Hauver then reported results for the Supplemental Health Benefits Plan, noting the favorable financial results although enrollment revenue decreased. She also noted that the plan administrator was changed and claims processing shows improvement.

Ms. Hauver then discussed the management letter, noting that there were not material weaknesses found in the audit. Relative to the audit process, University Health Services was reported to be working with the Campus Controller's Office to produce quarterly accrual-based financial statements as a tool for improving financial management in the area.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following:

Audited Financial Statements, FY97 University Health Services (Student Health and Supplemental Health Benefits Plan Trust Funds), UMASS Amherst (Doc. T98-089)

And further,

VOTED: To recommend that the Board accept the following:

Management Letter, FY97 Audit, University Health Services, UMASS Amherst (Doc. T98-084)

The next item on the agenda was the Report on Emergency Student Loans, UMASS Amherst. Mr. Wolcott introduced Mr. Lecnar who reported on some of the informal recommendations made for the operation of the student loan program. The Dean of Students' Office has been advised to contact the Controller's Office for assistance on defaults on these loans. He explained that the consequences that result from default in the program: students could be precluded from re-registration, and from obtaining copies of transcripts and grades. Formal recommendations made to the Dean of Student's office, which include the need for extensive written policies specific to how loan programs operate, were well-received.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

Emergency Student Loans, UMASS Amherst (Doc. T98-079)

The next item on the agenda was the Departmental Gift Accounts Follow-Up, UMASS Amherst. Mr. Lecnar reported that this was a follow-up audit, done to insure that previously agreed-upon actions were taken and were adequate. He noted that all actions were taken and resolved the issues. However, an additional procedural deficiency was found but was corrected.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following:

Departmental Gift Accounts Follow-Up, UMASS Amherst (Doc. T98-080)

The next item on the agenda was Operating Support Funds Checking Accounts, UMASS Amherst. Mr. Lecnar reported that the account showed only $10,000 usage for the period but some of the expenditures were inconsistent with the stated purpose of the account, although allowable under University policy. The campus agreed to take corrective actions.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following:

Operating Support Funds Checking Accounts, UMASS Amherst (Doc. T98-081)

The next item on the agenda was Purchase Card Implementation Review, UMASS Dartmouth. Ms. Pimentel reported that this audit covered the pilot stage of the purchase card implementation. In general, the results of the audit were favorable; the program was well received and users were using purchase cards appropriately and only minor procedural problems were found. She noted that a number of cards issued were not used due to being issued late in the fiscal year and the reluctance of some employees to use their cards due to possible liability.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following:

Purchase Card Implementation Review, UMASS Dartmouth (Doc. T98-082)

The next item on the agenda was Purchasing, Construction Contracts, UMASS Dartmouth. Ms. Pimentel reported that this audit resulted from reports of purchasing irregularities in connection with some renovations on campus. After a detailed review of almost $300,000 in expenditures, University Auditing was reasonably confident that there were no improper expenditures. Audit staff visited vendors to verify compliance with prevailing wage laws and other matters. However, several significant violations of University purchasing and contracting policy were found and reported. A number of recommendations to preclude future occurrences were made and agreed to by the campus.

Following a lengthy discussion, the Committee requested a follow-up audit and report on this area.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following :

Purchasing, Construction Contracts, UMASS Dartmouth (Doc. T98-083)

The next item on the agenda was University Auditor's Office Operations Report as of July 17, 1998. Mr. Wolcott reported on several issues including the previously reported audit issues at the Bursar's Office at UMASS Amherst. He also reported that, due to the merger of the Clinical System with Memorial Hospital, all compliance and training programs for physicians have been discounted by University Auditor's staff. Two compliance personnel were transferred to the merged entity. Mr. Wolcott stated that a final memorandum would be issued to UMASS-Memorial Healthcare management to conclude the University Auditor's compliance and training programs.

Mr. Wolcott reported on the process of implementing the PeopleSoft system. The Audit department has been attending various presentations and gathering information for future use.

He also reported on the Foreign Nationals Tax Audit by the Internal Revenue Service which has been in progress for one year and a half.

The University Health Services Embezzlement case from 1995 has been closed. The alleged embezzler pled guilty to all charges. Chair Naughton asked about possible recovery and was told that the embezzler appeared to have no assets and any recovery was very unlikely.

Chair Naughton inquired as to the time frame involved for the installation of the PeopleSoft program. Vice President Lenhardt responded that the minimum time would be two years, the maximum, three years.

Chair Naughton also inquired about the status of the Faculty Club in Amherst. Mr. Wolcott reported that the General Counsel has been asked for certain advice in connection with the Club. Once that information has been received, issues related to the operation of the club will be resolved. Chair Naughton requested that information be completed in time for the next Audit Committee meeting.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following:

University Auditor's Office Operations Report as of July 17, 1998 (Doc. T98-090)

There being no further business to come before the Committee, the meeting was adjourned at 2:15 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

Tuesday, September 29, 1998; 11:30 a.m.
Board Room
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Naughton; Vice Chair Giblin; Trustees Dolan and Haynes

Committee Members Absent: Trustee O'Leary

Other Trustees: Trustee Molnar

University Administration: Vice President Lenhardt; Interim University Counsel O'Malley; Chancellor Penney; Vice Chancellors Page, MacCormack and Goodwin; Deputy Chancellor Stanton; Mr. Wolcott, Senior Director for Auditing and Fiscal Affairs

Chair Naughton convened the meeting at 11:50 a.m.

The first agenda item on the agenda was **Consideration of Minutes of the Prior Meeting of the Committee**. Trustee Haynes asked that the minutes be amended to include his attendance at the meeting.

It was then moved, seconded and

VOTED: To approve the minutes of the August 4, 1998 meeting of the Committee, as amended.

The next item on the agenda was the **Audited Statement of Revenues and Expenditures of the Intercollegiate Athletic Department, UMASS Amherst**. Mr. Wolcott reported that the audit, by KPMG Peat Marwick, was required by the United States Department of Education and would have to be done every three years. He noted that the financial statement did receive an unqualified opinion from KPMG.

Following Mr. Wolcott's report Trustee Haynes inquired as to the financial status of the athletic programs on the Amherst campus. He requested that this discussion continue at the next meeting of the Committee on Athletics.

Trustee Haynes also requested the actual dollar amount repaid by former Basketball player, Marcus Camby, be made available at the next Audit Committee meeting.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

Audited Statement of Revenues and Expenditures of the Intercollegiate Athletic Department, UMASS Amherst. (Doc. T98-092)

The next item on the agenda was the University Auditor's Office Three Year Audit Plan, FY1999, FY2000, FY2001. Mr. Wolcott pointed out some of the major challenges and opportunities facing the department in the next three years including the planned implementation of the state-of-the-art PeopleSoft systems and the need to focus on "value-added" auditing throughout the University. He reported that it was unlikely that personnel constraints would change so audit staff would have to be more selective and focus on efforts to identify and control business risk and minimize exposure to significant losses. A number of low-risk, low-payback audits have already been eliminated from the schedule as a result of this.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

University Auditor's Office Three Year Audit Plan, FY1999, FY2000, FY2001 (Doc. T98-099)

There was then a discussion regarding the status of the Faculty Club at the University of Massachusetts Amherst. Mr. Wolcott reported that the General Counsel has provided advice and guidance in connection with the club that resolves a number of issues related to the operation of the club.

Vice Chancellor Page reported of his scheduled meeting with the Chair of the Faculty Club to discuss the issues. Chair Naughton and Trustee Giblin stressed the importance of resolving these issues and asked that an update be provided at the next meeting.

The next item on the agenda was the University's Auditor's Office Operations Report. Mr. Wolcott reported on several issues including a vacancy at the Worcester campus Audit department, the development and implementation of audits of the Purchase and Travel Cards programs and the status of the IRS audit. Vice President Lenhardt commented that the audit was in progress and that a settlement would be attempted and that an appeals process was available.

It was then moved, seconded and

VOTED: To recommend that the Board accept the following Report:

The University's Auditor's Office Operations Report (Doc. T98-100)

There being no further business to come before the Committee, the meeting was adjourned at 12:33 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

Tuesday, November 17, 1998; 11:30 a.m.
Board Room
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Naughton; Vice Chair Giblin; Trustees Dolan and Karam

Committee Members Absent: Trustees Haynes and O'Leary

University Administration: Vice President Lenhardt; University Counsel O'Malley; Chancellors Scott, Penney and Cressy; Vice Chancellors Page (via video), MacCormack, Dars and Goodwin; Deputy Chancellor Stanton; Mr. Wolcott, Senior Director for Auditing and Fiscal Affairs; Mr. Lecnar, University Auditor

Faculty Representatives: Professor O'Connor, UMASS Amherst

Guests: Mr. John Gabranski, PricewaterhouseCoopers

Chair Naughton convened the meeting at 11:50 a.m.

The first agenda item on the agenda was **Consideration of Minutes of the Prior Meeting of the Committee**.

It was then moved, seconded and

VOTED: To approve the minutes of the September 29, 1998 meeting of the Committee, as amended.

The next item on the agenda was the **General Purpose Financial Audit**. Mr. Gabranski from PricewaterhouseCoopers reported that the FY98 work went smoothly and that there were no disagreements with management in respect to accounting practices or policies.

Mr. Gabranski noted that his firm's opinion reflected a technical qualification dealing with the Year 2000 issue. As a result of a policy decision by the Governmental Accounting Standards Board (GASB), which governs accounting principles that must be observed by the University, combined with an inability to forecast the impact of 2000, PricewaterhouseCoopers was qualifying all opinions for their clients under GASB.

Mr. Gabranski then noted that there were no material errors in the financial statements and discussed significant balance sheet and income statement items including the merger of the UMass Clinical System and Memorial Healthcare in Worcester.

The next item was **Employee Business Expense Reimbursements Administration and Control, UMASS Amherst**. Mr. Lecnar reported on the results of the follow-up audit including actions taken in response to original findings and conditions found as a result of the follow-up work, including an increase in outstanding travel advances.

Chair Naughton commented on the pace of resolution and why some actions were not taken or seemed to take lengthy periods of time.

It was moved, seconded and

VOTED: To recommend that the Board accept the following Report:

General Purpose Financial Audit (Doc. T98-115)

And further,

VOTED: To recommend that the Board accept the following report:

Employee Business Expense Reimbursements – Administration and Control, UMASS Amherst (Doc. T98-113)

The next item on the agenda was **University Auditor's Operations Report as of October 30, 1998**. Mr. Wolcott reported on ongoing projects in the department including comments on significant activities including the Year 2000 situation and state and federal audit activity.

It was moved, seconded and

VOTED: To recommend that the Board accept the following Report:

University Auditor's Operations Report as of October 30, 1998

Chair Naughton asked about the current status of the **Faculty Club at UMASS Amherst**. Vice Chancellor Page reported on the current status of actions being taken to resolve the situation and how the campus is assisting in this.

There being no further business to come before the Committee, the meeting was adjourned at 12:43 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON AUXILIARY SERVICES

Tuesday, June 2, 1998; 1:00 p.m.
Wood Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members: Chair Naughton; Trustees Dubilo, Haynes, Karam and Mihos

Committee Member Absent: Trustee Flores

University Administration: Vice President Lenhardt

Chair Naughton convened the meeting at 1:00 p.m. The Committee members discussed the purpose of this Committee which is to review the cost effectiveness of the various enterprises at each of the five campuses. The Committee will base its recommendations on what is the interest of the students and what is the most equitable strategy for employees.

Following the discussion the Committee members agreed to study the issue further and report back to the Board and the President with their recommendations.

There being no further business to come before the Committee the meeting was adjourned at 2:15 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON AUXILIARY SERVICES

Wednesday, November 25, 1998; 9:00 a.m.
Hilton at Dedham Place
95 Dedham Place
Allied Drive
Dedham, Massachusetts

Committee Members Present: Chair Naughton; Trustees Fey, Flores, Haynes, Karam and Mihos

Committee Members Absent: Trustee Dubilo

University Administration: Vice Presidents Julian and Lenhardt; Chancellor Scott; Vice Chancellor Page

Chair Naughton called the meeting to order at 9:00 a.m. The Committee members discussed the purpose of this Committee, which is to continue to review the cost effectiveness of the various enterprises on the campuses.

Following the discussion the Committee members requested Vice President Lenhardt draft a vote for the upcoming meeting of the Committee of the Whole for Chair Naughton's review.

There being no further business to come before the Committee, the meeting was adjourned at 9:45 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON AUXILIARY SERVICES

Wednesday, November 25, 1998; 9:00 a.m.
Hilton at Dedham Place
95 Dedham Place
Allied Drive
Dedham, Massachusetts

Committee Members Present: Chair Naughton; Trustees Fey, Flores, Haynes, Karam and Mihos

Committee Members Absent: Trustee Dubilo

University Administration: Vice Presidents Julian and Lenhardt; Chancellor Scott; Vice Chancellor Page

Chair Naughton called the meeting to order at 9:00 a.m. The Committee members discussed the purpose of this Committee, which is to continue to review the cost effectiveness of the various enterprises on the campuses.

Following the discussion the Committee members requested Vice President Lenhardt draft a vote for the upcoming meeting of the Committee of the Whole for Chair Naughton's review.

There being no further business to come before the Committee, the meeting was adjourned at 9:45 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

Wednesday, January 7, 1998; 8:15 a.m.
Board Conference Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Trustees and Trustee Staff: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Carpenter, Dubilo, Fey, Flores, Hoff (via-telephone) Kraft, Mahoney, Mihos, Murray, and Tremblay

Trustees Absent: Trustees Giblin, Lewenberg, Naughton, O'Leary, Osterhaus and Tirrell

University Administration: President Bulger; Ms. Kirby, Vice President and General Counsel; Vice Presidents Lenhardt, Chmura, Botman and Julian; Chancellors Scott, Cressy, Hogan and Lazare; Provosts Marrett, Glynn, and Wagner; Mr. Milbury, Director of Human Resources; Ms. Layton, Associate Vice President for Academic Affairs

Guests: Professor Blaustein, UMASS Amherst, Dr. Ramsay and Mr. MacEwan, UMASS Boston;

Chair Karam convened the meeting at 8:15 a.m. and announced the purpose of today's meeting was to discuss issues relating to **Tenure** and **Collective Bargaining**.

President Bulger welcomed the Board and the presenters before introducing Vice President Botman. Vice President Botman began her presentation by giving a detailed history of tenure at the University of Massachusetts. She then introduced Dr. Jeffrey Blaustein from the Psychology Department at the Amherst campus.

Dr. Blaustein gave a brief history of his accomplishments and discussed the different levels of review and evaluation he has undergone during the process of receiving tenure and promotion at the University.

Dr. Meredith Ramsay, Assistant Professor from the Political Science Department at the Boston campus, discussed her decision to pursue an academic career and the reasons tenure is important to her.

Dr. MacEwan, Professor at the Economic Department and Acting President of the Faculty Staff Union at the Boston campus, discussed the value of tenure at this time in history.

Provost Wagner from the Lowell campus discussed the faculty tenure process and the roles administrators such as deans and department chairs play in reviewing and acting upon tenure cases.

At 9:10 a.m. Chair Karam announced the meeting would take a break. At 9:25 a.m. the meeting re-convened and Chair Karam asked if there were any questions for the presenters. He then thanked the presenters for their reports and asked for a motion to go into **Executive Session** to discuss issues relating to **Tenure** and **Collective Bargaining**. He indicated that the Board would not reconvene in open session.

Chair Karam voted for the motion as did Trustees Berlandi, Bissonnette, Bogan, Dubilo, Fey, Foley, Haynes, Kraft, Mahoney and Mihos. The Chancellors, Provosts, Vice Presidents and members of the President's Office staff were asked to remain for the discussion. The time was 10:20 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, February 4, 1998; 9:15 a.m.
Chancellor's Conference Room
Quinn Administration Building
University of Massachusetts
Harbor Campus
Boston, Massachusetts

Trustee Members Present: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Carpenter Dubilo, Fey, Flores, Giblin, Hoff, Kraft, Lewenberg, Mahoney, Mihos, Murray, Naughton, Osterhaus, Tirrell and Tremblay

Trustee Members Absent: Trustees Bogan and O'Leary

University Administration: President Bulger; Vice President and General Counsel Kirby; Chancellors Scott, Penney, Cressy, Hogan and Lazare

Faculty Representatives: Professors O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 9:15 a.m. The first item of the agenda was, **Consideration of Minutes of the Prior Meeting of the Board**.

It was then moved, seconded and

VOTED: To approve the minutes of the December 3, 1997 meeting of the Board.

The next item on the agenda was the **Chair's Report**. Chair Karam thanked Chancellor Penney for the success of the dinner honoring former Trustee Ogretta McNeil and exceptional students from the Boston campus.

The next item on the agenda was the **President's Report**. President Bulger reported that the tuition and fee package before the Board will result in the third consecutive decrease in tuition charges and will see total student charges for in-state undergraduates decrease by 1.9 percent to 2.3 percent. As a result of these decreases, in-state undergraduate students will save $100 on tuition at the Amherst and Boston campuses, $83 on the Dartmouth campus and $85 in Lowell. The room and board charges for students living on the Amherst, Dartmouth and Lowell campuses will be frozen at the current year's levels.

President Bulger then reported on last week's President's Forum where Professor Alan Robinson from the Amherst campus spoke to more than 100 members of the Amherst Greater Boston Alumni Club. In the months ahead this forum will feature other distinguished faculty members including Nobel Prize and Pulitzer Prize winners as well as recipients of the National Book Award and the MacArthur genius grants.

President Bulger reported on Professors James Robl and Steven Stice of the Amherst campus bringing national recognition to the University after successfully cloning two calves. He also reported that he and Vice President Botman had met with Professors Steven Malking and Dr. Howard Wiarda from the Amherst campus, both professors are being recommended for Distinguished Professorships today.

Nominations for the University Scholars program have increased from last year; in its first year 200 students were nominated by their principals; this year the University has received more than 250 nominations. Today the Trustees have received an updated copy of the University's film, "Pursuing the Dream". The original version of this film was presented at the September 18, 1997 University fund-raiser at Symphony Hall, which generated $3 million for student scholarships. Several prominent alumni members were interviewed for the film. The film makes the case that the University of Massachusetts is a system of excellence that provides limitless opportunities to the young people of the Commonwealth.

Chair Karam then introduced the Consent Agenda . It was then moved, seconded and

VOTED: To approve the following votes listed as items # a-b on the Board Consent Agenda:

a. Clinical Management Board Minutes, October 16, 1997 (Doc. T98-016)

1. Clinical Management Board Minutes, September 19, 1997

To approve the minutes of the September 19, 1997 Clinical Management Board meeting as recorded.

2. Credentialling Report

To approve the Credentialling Report as recommended by the Medical Staff Credentials Committee, and the Hospital Executive Committee at their September, 1997 meetings and as presented by Gerald Steinberg, M.D. to the Clinical Management Board.

3. Report of the Finance Committee

To approve the Report of the Finance Committee including the Clinical System Financial Report for June, July and August, 1997 Combined Financial Statements.

b. Audit Committee - January 27, 1998

•To accept the following University Audit Reports:

1. Management Letter, University of Massachusetts Clinical Services Division, UMASS Worcester (Doc. T98-013)

2. Report on Federal Financial Assistance Programs in Accordance with OMB Circular A-133 (Doc. T98-017)

3. WFCR-FM and Friends of WFCR, Inc., Combined Financial Statements and Schedules, UMASS Amherst (Doc. T98-014)

4. University of Massachusetts Division of Continuing Education, Financial Statements and Auditor's Report, UMASS Boston (Doc. T98-015)

5. WUMB-FM Radio Required Communication Letter Annual Audit for FY97, UMASS Boston (Doc. T98-018)

6. WUMB-FM Radio Financial Statements and Schedules, UMASS Boston (Doc. T98-019)

7. WUMB-FM Radio Management Letter, Annual Audit for FY97, UMASS Boston (Doc. T98-020)

8. University Auditor's Office Status Report as of January 9, 1998 (Doc. T98-021)

Chair Karam turned to Trustee Bissonnette for the report of the **Committee on Academic and Student Affairs**. Trustee Bissonnette reported on the **Appointments to Named Professorships, University of Massachusetts Amherst**. Both candidates carried outstanding academic distinction as scholars in their fields.

It was then moved, seconded and

VOTED: To concur with the President in the appointment of Stephen Malkin as Distinguished Professor at the University of Massachusetts Amherst.

And further,

To concur with the President in the appointment of Howard J. Wiarda to the Leonard J. Horowitz Professorship in Latin American Politics and Studies at the University of Massachusetts Amherst.

Trustee Bissonnette then reported on the meeting of the **Committee of the Whole**. She reported that the Chancellors had reported on their academic programs of distinction. The Chancellors also identified second-tier programs that could be elevated into the first tier after receiving additional attention or resources. It was noted that several programs overlap and that the campuses should focus on sharing resources.

Trustee Fey gave the report for the **Committee on Administration and Finance**. The only action item was **Fiscal Year 1999 Tuition and Fee Rates**. As President Bulger reported this is the third consecutive year there has been a decrease in tuition charges. Chair Karam reported the University is moving in the right direction.

It was then moved, seconded and

VOTED: In accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the total combined tuition and mandatory fees, and average room and board charges at the following maximum rates:

FY 1999 Final Tuition and Mandatory Fees and Room & Board

		UMA	UMB	UMD	UML
1	**Tuition**				
	Undergraduate (Mass. resident)	$1,904	$1,904	$1,574	$1,615
	Undergraduate (non-resident)	$9,018	$8,930	$7,250	$7,482
	Graduate (Mass. resident)	$2,640	$2,640	$2,071	$2,147
	Graduate (non-resident)	$9,018	$8,930	$7,250	$7,482
2	**Mandatory Fees**				
	Undergraduate (Mass. resident)	$3,325	$2,288	$2,597	$2,722
	Undergraduate (non-resident)	$3,432	$2,374	$3,845	$2,796
	Graduate (Mass. resident)	$2,856	$2,300	$2,768	$2,722
	Graduate (non-resident)	$3,204	$2,386	$3,845	$2,796
3	**Total Tuition & Mandatory Fees**				
	Undergraduate (Mass. resident)	**$5,229**	**$4,192**	**$4,171**	**$4,337**
	Undergraduate (non-resident)	**$12,450**	**$11,304**	**$11,095**	**$10,278**
	Graduate (Mass. resident)	**$5,496**	**$4,940**	**$4,839**	**$4,869**
	Graduate (non-resident)	**$12,222**	**$11,316**	**$11,095**	**$10,278**
4	**Room & Board (Average) ***				
	Undergraduate (Mass. resident)	$4,520	N/A	$4,968	$4,676.70
	Undergraduate (non-resident)	$4,520	N/A	$4,968	$4,676.70
	Graduate (Mass. resident)	$4,520	N/A	$4,968	$4,676.70
	Graduate (non-resident)	$4,520	N/A	$4,968	$4,676.70
5	**Total Tuition, Fees, Room & Board**				
	Undergraduate (Mass. resident)	**$9,749**	**$4,192**	**$9,139**	**$9,013.70**
	Undergraduate (non-resident)	**$16,970**	**$11,304**	**$16,063**	**$14,954.70**
	Graduate (Mass. resident)	**$10,016**	**$4,940**	**$9,807**	**$9,545.70**
	Graduate (non-resident)	**$16,742**	**$11,316**	**$16,063**	**$14,954.70**

* *Includes telecommunications charge at Dartmouth and Lowell.*

	WORCESTER	*Proposed*
		FY 1999
1	**Tuition**	
	Medical Students (resident)	$8,352
	Graduate (Mass. resident)	$2,640
	Graduate (non-resident)	$9,018
2	**Mandatory Fees**	
	Medical Students (resident)	$1,835
	Grad Sch of Nursing	$1,885
	Grad Sch of Biomed Science	$805
3	**Total Tuition & Mandatory Fees**	
	Medical Students (resident)	$10,187
	Grad Sch of Nursing (Mass. resident)	$4,525
	Grad Sch of Biomed Sci (Mass. resident)	$3,445
	Grad Sch of Nursing (Non-resident)	$10,903
	Grad Sch of Biomed Sci (Non-resident)	$9,823

And further, in accordance with Section 1A of Chapter 75 and with Section 9 (i) of Chapter 15A of the General Laws, to recommend to the Board of Higher Education that the tuition for the University campuses for Academic Year 1998-1999 shall be as listed above.

And further, in accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the charges for continuing education at the following rates:

	UMA	UMB	UMD	UML
Continuing Education				
Undergraduate	$115.00	$140.00	$100.00	$160.00
Graduate	$125.00	$155.00	$125.00	$220.00

And further, to authorize the President to approve, no later than April 3, 1998, individual fee rates for mandatory fees, providing that total tuition and mandatory charges to students shall not exceed the combined tuition and mandatory fee rates as outlined above.

Further, the President shall submit budgets for all student fees for approval by the Board no later than June 30, 1998.

Trustee Fey briefly mentioned the discussion items on the agenda and thanked Janet Wanczyk for making the University's Financial report clear. She reported on the Financial Seminar being planned for the Spring for all Trustees interested in the University's financial picture. There had also been a Capital Update report from Vice President Lenhardt.

Trustee Giblin reported on the **Administrative Redesign Committee.** He reported on the five outcome measurements adopted by the Committee and that the first target, student, faculty/staff satisfaction surveys, is in progress. He also reported on the Leadership Summit which will be held on February 25 and 26 at the Massachusetts Military Museum in Worcester. The program has been planned by a Design Team and will be facilitated by Keith Dannemiller, a senior consultant from Michigan. Attendees will reflect the diversity of the campuses with representation from senior management, union leadership and governance leadership groups. Trustee Haynes encouraged the Trustees to attend this important University event.

Trustee Naughton gave a report of the **Audit Committee** and reported that the eight audit reports presented to the Committee had no reportable conditions or material weaknesses. All reports had been voted under the Consent Agenda vote.

Chair Karam then asked Trustee Lewenberg for an update on **Building Authority** issues. He reported that members of the Building Authority are studying the campus room rates, have worked on the Charlton facility in Dartmouth and successfully moved the President's Office location from Tremont Street to the Beacon Street location. The Authority is currently gearing up for more activity on the campuses involving construction projects. Chair Karam thanked Trustee Lewenberg and Joseph Brady for their work.

Trustee Hoff reported on the **Development Committee.** He reported that the University's fundraising goal of $61 Million is currently at under $24 Million. He then asked Trustee Mahoney to give an update on the Scholarship dinner planned for later this year.

Trustee Mahoney reported that this event will spotlight distinguished faculty members from each of the campuses. The event would involve a full day of activities at five different locations, distinguished faculty members would speak at various high schools promoting the University. The events of the day would be videotaped and watched that evening at dinner. Mr. Rick Pitino, Coach for the Boston Celtics, has agreed to be the keynote speaker; Governor Cellucci and Mayor Menino would be involved as well.

Under **Other Business**, Chair Karam asked Chancellor Lazare and General Counsel Kirby for an update on the **Transaction between UMASS and Memorial Health Care, Inc.** Chancellor Lazare reported that the merger is expected to be legalized on April 1st. General Counsel Kirby reported that final due diligence will be finalized by March 31, at which time the Board will vote final approval.

General Counsel Kirby reported that the definitive agreement with Health Alliance will close once the Memorial Health Merger is finalized.

Chair Karam then asked Vice Chair Foley to give an update on the **University Medal for Outstanding Service**. Vice Chair Foley reported that as the University system rises to excellence the Board shall honor people that have helped with its success. Trustee Foley reads the policy to the Board and points out that nominations should be sent to the Secretary.

Chair Karam then asked for a motion to go into **Executive Session** to consider **Appointment with Tenure, UMASS Worcester**, **Honorary Degrees, UMASS Amherst, UMASS Boston** and possible **Litigation**. He indicated that the Board would not reconvene in open session.

Chair Karam voted for a motion as did Vice Chairs Foley and Haynes, and Trustees Berlandi, Bissonnette, Dubilo, Fey, Flores, Giblin, Hoff, Kraft, Lewenberg, Mahoney, Mihos, Naughton, Osterhaus and Tirrell.

The time was 9:55 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES

Tuesday, March 31, 1998; 5:00 p.m.
Board Room
Foster Administration Building
University of Massachusetts
Dartmouth Campus
North Dartmouth, Massachusetts

Trustee Members Present: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Carpenter Dubilo, Flores, Giblin, Kraft, Lewenberg, Mahoney, Murray, Naughton, Osterhaus, Tirrell and Tremblay

Trustee Members Absent: Trustees Fey, Hoff, Mihos and O'Leary

University Administration: President Bulger; Vice President and General Counsel Kirby; Chancellors Scott, Penney, Cressy, Hogan and Lazare; Deputy Chancellors Russo and Stanton; Mr. Greene, Chief Operating Officer, Clinical System

Faculty Representatives: Professor Disch

Chair Karam convened the meeting at 5:10 p.m. to consider final action on the **Merger Between Memorial Health Care and the University's Clinical Division**.

President Bulger thanked everyone involved for their work on this project. Chancellor Lazare then gave a brief description of merger benefits for the Schools.

Dr. Arthur Russo then reported on the benefits to clinical operations.

Chair Karam then reported that the Committee on Administration and Finance had met on March 27, 1998 and received a due diligence report from outside legal and financial consultants who had been retained to advise the University on the transaction. The due diligence reports disclosed nothing out of the ordinary course of business that would cause the Board to reconsider the transaction.

General Counsel Kirby then gave a summary of the negotiations and changes in the transaction since the passage of the authorizing legislation in November.

Chair Karam explained that the first item **University of Massachusetts Action on the Transaction with Memorial Health Care, Inc., and Worcester City Campus Corporation**, will authorize the President and Chancellor Lazare to take all actions to close the merger transaction.

It was then moved, seconded and

VOTED: That the Amended and Restated Definitive Agreement between the University of Massachusetts and Memorial Health Care, Inc. (Doc. T98-042) ("the Definitive Agreement") relating to the transfer of substantially all of the assets of the University clinical operations and relating to the combination

among the University of Massachusetts at Worcester (clinical operations), Worcester City Campus Corporation, Memorial Health Care, Inc., Memorial Hospital, Inc., UMass Memorial Health Care, Inc., and UMass Memorial Medical Center, Inc., together with each of the Exhibits attached to the Definitive Agreement, be and they hereby are approved in or substantially in the form and on the terms and conditions presented at this meeting, and that the President is hereby authorized to execute and deliver the Definitive Agreement together with attached Exhibits with such changes as he in his discretion may approve;

That the President and the Chancellor of the Worcester campus are and each of them is hereby authorized to acknowledge, approve, execute and deliver such other agreements, documents, instruments, filings and certificates and to take such other action as he or they deem necessary or desirable to effectuate the transactions contemplated in the Definitive Agreement and/or in Chapter 163 of the Massachusetts Acts of 1997, including but not limited to: the transfer of the Hospital Trust Fund established pursuant to Section 11 of Chapter 75 of the General Laws and Chapter 363A of the Acts of 1977; the transfer of the Self Insurance Trust Fund established by this Board by vote dated June 5, 1985, as amended; the transfer of use of real property and facilities currently occupied or used by the clinical system of the Worcester campus, for a period of ninety-nine years; and the transfer of other properties and assets of the clinical system;

That the due diligence review of the assets, business and financial condition of Memorial Health Care, Inc. and its subsidiaries, and the projected operations of the combined entities as presented to this Board in February, 1997 and updated before the Committee on Administration and Finance on March 27, 1998, be and they hereby are approved and deemed satisfactory.

The next item was <u>Amendment of Self Insurance Trust Governance Document</u>. The merger agreement provides that the Self Insurance Trust will stay with the University for a few months until a new entity can implement new coverage either through a captive vehicle, through self-insurance or commercial insurance. This vote will change governance committees to include UMass Memorial executives. It was moved, seconded and

<u>VOTED</u>: **WHEREAS,** as authorized by Chapter 163 of the Acts of 1997 of the Commonwealth of Massachusetts, the University intends to transfer certain of the assets and operations of its Clinical Division to UMass Memorial Health Care, Inc. ("UMass Memorial") and/or to UMass Memorial Medical Center, Inc. (the "Medical Center") pursuant to the Definitive Agreement by and among the University of Massachusetts, Worcester City Campus Corporation d/b/a UMASS Health System, Memorial Health Care, Inc., UMASS Memorial and the Medical Center, dated February 13, 1997, as it will be amended March 31, 1998 (the "Amended and Restated Definitive Agreement");

WHEREAS, pursuant to Section 10.4 of the Amended and Restated Definitive Agreement, the assets of the Massachusetts Medical Center Self Insurance Trust (the "Self Insurance Trust"), created by this Board of Trustees pursuant to a Trust Agreement dated as of July 1, 1985 and as amended July 1, 1986, by and between the Trustees of the University of Massachusetts and the Bank of New England, N.A. (the "Trust Agreement"), shall remain with the University for a period of time following the closing of the transactions contemplated by the Amended and Restated Definitive Agreement;

WHEREAS, to effectuate the changes to the governance of the Self Insurance Trust until such time as the Self Insurance Trust assets are transferred to UMass Memorial, as contemplated by the Amended and Restated Definitive Agreement, it is necessary to amend the Self Insurance Trust Governance Document (the "Governance Document") promulgated by this Board of Trustees pursuant to its authority under the Trust Agreement;

NOW, THEREFORE, it is

VOTED: That, in accordance with Section 10.4 of the Amended and Restated Definitive Agreement, the Governance Document be amended as set forth on Exhibit A attached hereto, and that such amended Governance Document, and the governance structure it describes, is hereby approved and adopted, to be effective upon the closing of the transaction contemplated by the Amended and Restated Definitive Agreement.

FURTHER,

VOTED: That each of the President and Chancellor of the University be and hereby is authorized and directed to take such actions and execute and deliver such documents and papers, from time to time in the name of and on behalf of the University, as either of them deem necessary or appropriate to implement and effect the full intent and purpose of the foregoing resolution.

The next item was **Amendments to Group Practice Rules and Regulations**. The merger agreement provides that the Group Practice Plan will remain with the University and for a transitional period the new entity will manage the clinical operations therein until most of the physicians can be moved to the new entity along with the Group provider number. This vote amends The Group Practice Rules to reflect the negotiated agreement. It was moved, seconded and

VOTED: **WHEREAS** the clinical division of the University of Massachusetts Worcester is combining with Memorial Health Care, Inc. and Worcester City Campus Corporation in accordance with the amended and Restated Definitive Agreement dated March 31, 1998; and

WHEREAS the Group Practice Rules and Regulations must be amended to reflect the changes effected by the Definitive Agreement;

NOW THEREFORE, BE IT RESOLVED the Group Practice Rules and Regulations are adopted substantially in the form appended hereto, with any modification to be approved by the President of the University.

The next item was **Worcester City Campus Corporation Member Action Appointing Board of Directors.** General Counsel Kirby explained that the Board is the sole member of the Worcester City Campus Corporation which is the parent of numerous subsidiary corporations that primarily provide clinical operations. Most of these corporations move with the merger to the new entity and the parent corporation which is authorized by statute, remains with the University.

She went on to report that the President has established a task force chaired by Vice President Chmura to look at the future role of the Worcester City Campus Corporation with respect to the research mission of the University, particularly the commercial applications of research.

This vote appoints the Vice Presidents, representatives of the Worcester campus and Trustees Dubilo and Berlandi as directors of WCCC. The Board may change or add to this Board at any time.

It was moved, seconded and

VOTED: To authorize the University of Massachusetts, acting through its Board of Trustees as sole member of Worcester City Campus Corporation, to hold meetings of said member without notice.

VOTED: To replace the existing Board of Directors of the Worcester City Campus Corporation with the following persons, who, effective April 1, 1998, shall constitute the Directors of the Corporation:

Peter J. Berlandi
Selma Botman
Joseph G. Brady
Thomas Chmura
Edward A. Dubilo
James R. Julian
Stephen W. Lenhardt
Thomas D. Manning
Richard J. Stanton

Chair Karam then thanked General Counsel Kirby, Chancellor Lazare, Deputy Chancellors Russo and Stanton and Mr. Greene for their tremendous work.

There being no further business to come before the Board the meeting was adjourned at 5:35 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, April 1, 1998; 9:15 a.m.
Conference Dining Room
University of Massachusetts
Old Westport Road
North Dartmouth, Massachusetts

Trustee Members Present: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Carpenter, Dubilo, Flores (via-telephone), Giblin, Kraft, Lewenberg, Mahoney, Murray, Naughton, Osterhaus, Tirrell and Tremblay

Trustee Members Absent: Trustees Fey, Hoff, Mihos and O'Leary

University Administration: President Bulger; Vice President and General Counsel Kirby; Chancellors Scott, Penney, Cressy, Hogan and Lazare

Faculty Representatives: Professors O'Connor, Disch, DiPippo, Phelan and Cooke

Chair Karam convened the meeting at 9:20 a.m. The first item of the agenda was, **Consideration of Minutes of the Prior Meetings of the Board.**

It was then moved, seconded and

VOTED: To approve the minutes of the January 7, 1998 and February 4, 1998 meetings of the Board.

The next item on the agenda was the **Chair's Report**. Chair Karam called on Trustee Carpenter to give a report on activities at the Dartmouth campus.

Trustee Carpenter reported on the goings-on in Student Government and noted the importance of the trend of student activists. He also mentioned that students are celebrating the addition of three new varsity teams and the additions and renovations to the Athletic Center and Athletic fields. He also reported that several athletes made the Dean's list.

Trustee Carpenter also reported on some of the activities the student organizations are involved in such as cultural trips, the organization of a clean-up crew where students, faculty and administrators help the homeless across the Fall River and New Bedford area re-locating people to local shelters providing food and clothing.

Trustee Carpenter reported that the Dartmouth campus will be hosting an African/African-American Studies Conference April 2-3.

Chair Karam then recognized the efforts between the Dartmouth campus and Durfee High School and introduced Mr. Attar and Mr. Malloy from Durfee and Professor Roger Deveau from the Department of Marketing/Business Information Systems who then introduced David Abreu, Ryan Creasia, Soufiane Houri, Trai Nguyen, Tony Nguyen, students from Dartmouth working at Durfee on an intern basis.

The next item on the agenda was the **President's Report**. President Bulger reported on the success of the UMass/Memorial Merger and thanked everyone involved for their efforts. Under the new agreement, the new UMass Memorial Health Care entity will provide superb health care for people of Central Massachusetts and secure a future of excellence for the University medical students and researchers.

President Bulger informed the Board about the University's first television ad which is attracting a good deal of very positive attention. The campaign which will run through May, will project to prospective students and their parents that the University is a place of great educational opportunity which provides academic excellence. He then thanked the participants in the ad for giving so generously of their time. He also noted that the ad provides a toll-free telephone number and a University web site. To date, there has been significant telephone and internet activity.

President Bulger then reported that Brian Helgeland, a graduate of the Dartmouth campus was recently honored with an academy award in the category of Best Adapted Screenplay for the film "L.A. Confidential."

President Bulger then announced that interest in the University's scholarship program has dramatically increased in the second year of the program under the coordination of Vice President Botman and her staff. This year's scholarships recipients will be announced at a ceremony in mid-May.

President Bulger continued his report by commenting on the success of the Leadership Summit and thanked Vice President Lenhardt and his staff and Deputy Chancellor MacCormack, for organizing the summit. It was an enormous success and an important step in building the internal relationships needed to sustain quality at every level of the University.

President Bulger then provided an update on economic development: the office of Commercial Ventures and Intellectual Property has helped the University attract the national top 100 in technology licensing income for the first time. The Amherst office announced the creation of a spin-off company which uses plant extracts to combat diseases. He thanked Vice President Chmura and his colleagues for their efforts to fulfill the University's economic development mission.

President Bulger then announced that the Dartmouth campus was recently awarded a $400,000 grant from the Government of Portugal to endow the Center for Portuguese Studies and Culture. The grant, presented by Portugal's Foreign Minister will help fund the start-up of the Master's Degree Program in Portuguese Studies.

Trustee Haynes also reported on the success of the Leadership Summit and the positive feedback he has received as well as willingness to advance a future agenda of the issues discussed.

Chair Karám then introduced the **Consent Agenda** . It was then moved, seconded and

VOTED: To approve the following votes listed as items # a-d on the Board Consent Agenda:

a. **Clinical Management Board Minutes, November 20, 1997 (Doc. T98-034)**

1. **Clinical Management Board Minutes, October 16, 1997**

To approve the minutes of the October 16, 1997 Clinical Management Board meeting as recorded.

2. **Report of the Finance Committee**

To approve the Report of the Finance Committee including the Clinical System Financial Report for September, 1997.

3. **Capital Plan, Clinical Division of the Medical Center**

To authorize the President or his designee to take action necessary to obtain financing from the Series J Pool or other appropriate vehicles of the Massachusetts Health and Educational Facility Authority (HEFA) not to exceed $45,000,000.00 for the purpose of meeting the capital and cash needs of the Clinical Division of the Medical Center as described in the Capital Plan reviewed at the June 19, 1997 Clinical Management Board Meeting as that shall be subsequently reviewed and revised at the January 30, 1998 Clinical Management Board Meeting.

4. **Credentialling Report**

To approve the Credentialling Report as recommended by the Medical Staff Credentials Committee, and the Hospital Executive Committee at their October, 1997 meetings and as presented by Gerald Steinberg, M.D. to the Clinical Management Board.

b. **Clinical Management Board Minutes, January 30, 1998 (Doc. T98-034)**

1. **Clinical Management Board Minutes, November 20, 1997**

To approve the minutes of the November 20, 1997 Clinical Management Board meeting as recorded.

2. **Report of the Finance Committee**

To approve the Report of the Finance Committee including the Clinical System Financial Reports as presented at the meeting held prior to this, January 30, 1998.

3. **American College of Surgeons for the University of Massachusetts Trauma Center**

To approve and send a letter of support to the American College of Surgeons for the University of Massachusetts Trauma Center.

4. **Credentialling Report**

To approve the Credentialling Report as recommended by the Medical Staff Credentials Committee at their December 8, 1997 meeting; and the Hospital Executive Committee at their January 22, 1998 meeting; and as presented by Gerald Steinberg, M.D. to the Clinical Management Board.

c. Committee on Administration and Finance - March 27, 1998

1. Approval of Transfer of Funds from Current Unrestricted to Quasi Endowment, UMASS Lowell (Doc. T98-039)

The Board of Trustees hereby designates $1 million of the Lowell Campus' Current Unrestricted Fund Balance as Quasi-Endowment and further authorizes the President or his designee to invest these funds in accordance with the Board of Trustees Cash Management Policy Doc. T92-031, Appendix F as amended October 9, 1996.

2. FY1999 Other Student Fees (Doc. T98-027)

In accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the fees for Academic Year 1998-99 as listed in Doc. T98-027.

And further, the President shall submit budgets for all student fees for approval by the Board no later than June 30, 1998.

d. Audit Committee - March 27, 1998

•To accept the following University Audit Reports:

1. Accounting and Operating Controls and Procedures (Management Letter), FY97 UMASS Audit (Doc. T98-036)

2. Agreed-Upon Procedures Reports for NCAA Compliance, FY1997
   •Intercollegiate Athletics Department (Doc. T98-029)
   •Minuteman Court Club and the Related UMASS Athletic Fund (Doc. T98-030)

3. WFCR-FM and the Friends of WFCR, Inc. Management Letter, Annual Audit for FY1997, UMASS Amherst (Doc. T98-031)

4. Bursar's Office Operations, UMASS Amherst (Doc. T98-035)

5. University Auditor's Operations Report, as of March 6, 1998 (Doc. T98-037)

Chair Karam turned to Trustee Bissonnette for the report of the Committee on Academic and Student Affairs. Trustee Bissonnette reported on the Authority for Academic Personnel Actions on the Worcester campus. This action will allow the President and the Chancellor to take any personnel actions that may be required, during the period following the merger until the Academic Personnel policies can be revised. Actions on tenure will not be included.

It was then moved, seconded and

VOTED: **WHEREAS,** the University of Massachusetts Teaching Hospital and Group Practice are combining with Memorial Health Care, Inc. to form UMass Memorial Health Care, Inc.;

WHEREAS, such transaction will require revisions to the University of Massachusetts Worcester campus Academic Personnel Policy and such other policies that govern academic personnel policies and procedures to reflect changes in personnel structure;

WHEREAS, the University wants to assure that faculty have ample opportunity to initiate and review such revisions and to exercise its primary responsibility in matters of faculty status, and further wishes to provide stability, continuity, and uninterruption in academic personnel actions during the post merger transition period until policy revisions have been approved by the Board of Trustees:

NOW THEREFORE, BE IT RESOLVED THAT:

The President of the University of Massachusetts and the Chancellor of the Worcester campus are hereby authorized by the Trustees to take any and all necessary academic personnel actions with the exception of the award of tenure from the closing of the combination of the University's clinical operations with Memorial Health Care until the revisions to the Worcester Campus Academic Personnel Policy and such other policies that govern academic personnel policies and procedures related to the transaction between the University and Memorial have been approved by the Board of Trustees.

Trustee Bissonnette reported on the presentation by staff from the various campuses highlighting their views on Student Affairs. The Committee recognized that Student Affairs is a very important tool to creating a learning environment in which students can focus on their main priority.

Trustee Bissonnette also noted Vice President Botman's presentation on Academic Qualities on Assessment and Development which is a component of the University's Performance Measurement Standards. The campuses have been asked to submit their procedures for implementing their particular guidelines by December, 1998.

Chair Karam gave the report for the **Committee on Administration and Finance**. He began by reporting on the annual discussion of Financial Indicators and Peer Analysis. Vice President Lenhardt had reported that the University continues to make strong financial progress.

There had also been a final diligence presentation regarding the UMASS - Memorial Health Care Hospital Merger.

Chair Karam reported that this year's Student Fees were generally held stable and for the third year in a row, the University is charging less than it had three or four years ago.

The first action item was **Naming of the Irving S. and Betty Brudnick Institute for Mental Health Research, UMASS Worcester.** Chair Karam expressed his delight with such a generous act.

It was then moved, seconded and

VOTED: Upon any necessary approvals of state officers, to name the neuroscience research facility, to be constructed by the University of Massachusetts Medical Center and the Department of Mental Health on the campus of Worcester State Hospital, the Irving S. and Betty Brudnick Institute for Mental Health Research, in grateful appreciation of the generous and significant contributions that the Rudnicks have made to the mission of the Medical Center.

The next item was **Approval of Transfer of Funds to the Worcester City Campus Corporation, UMASS Worcester**. This action involves moving assets from one corporation to the other in preparation of the Merger. It was moved, seconded and

VOTED: In accordance with section 4(a) of Chapter 163 of the Acts of 1997, to authorize the Treasurer of the University to transfer from funds of the clinical division of the Medical Center to the Worcester City Campus Corporation the sum of five million dollars ($5,000,000.00) for the purposes of the acquisition through lease, purchase, gift or otherwise of the office building known as the Mid-State Office Building in Auburn, Massachusetts, and the One Biotech building located on Plantation Street in Worcester, Massachusetts, such acquisitions to support the academic and research missions of the University.

The next item was **Administrative Systems Project Financing**. Chair Karam reported that this was part of the Administrative Redesign initiative and will establish an information system for the University. This vote approves the expenditure for the purchase of the electronic equipment. It was moved, seconded and

VOTED: That the University of Massachusetts hereby declares its official intent under Treasury Regulations Section 1.150-2 as follows:

That in order to temporarily finance the administrative systems project (including human resources, fiscal and student systems) including the replacement of hardware (including desk top computers), software, cabling and database management systems and, in anticipation of a tax exempt financing not to exceed $50 million dollars, the Treasurer is hereby authorized to make expenditures for the project from University current funds, which expenditures are to be reimbursed from the proceeds of such financing.

Chair Karam then gave the report of the **Committee of the Whole** which had discussed the 1998 Report on Annual Indicators and the Performance Targets. He thanked President Bulger and Vice Presidents Botman and Lenhardt for their presentation and noted that the Report was a work-in-progress.

VOTED: To accept the 1998 Report on Annual Indicators and the Performance Targets contained therein, as set forth in Doc. T98-041.

And further,

The Board will continue to discuss the Performance Targets.

Chair Karam then introduced Thomas Curry, Dean, College of Engineering, UMASS Dartmouth who made a presentation on the Cooperative Program. Dean Curry then introduced Yolander Baird, the Co-Op specialist, Linda Ponte, one of the Co-Op Students and Dan Murphy, who directs the Advanced Technology Center with the Co-Op Program. The Co-Op Program has proved to be a major success with a large amount of companies interested in hiring Co-Op students. Ms. Ponte then reported on her experience with the program and expressed her gratefulness for the opportunities it has provided.

Chair Karam thanked Dean Curry and the Chancellor for their leadership in this area and asked all the campuses for the opportunity to learn about their Co-Op programs.

Trustee Giblin reported on the **Administrative Redesign Committee.** He informed the Board that data is currently being collected on all of the five outcome measures which will be presented to the full Board in the near future. He mentioned Chancellor Hogan's work with the Information Technology Committee and the contract with PeopleSoft which will provide a software program linking the entire University.

Trustee Giblin then commented on the success of the Leadership Summit. Deputy Chancellor MacCormack gave a brief report on the Summit and that evaluations are now being studied which will help determine the direction the University will take with goals and future activities.

Trustee Haynes expressed the importance of providing a series of actions for following-up the recommendations made at the Summit.

Trustee Bogan reported on the meeting of the Athletic Committee. The campus had heard updates from Amherst, Boston, Dartmouth and Lowell about their athletic activities. Mr. Marcum from the Amherst campus reported that Mr. Camby, former member of the Basketball team has paid the campus $150,000 although the funds did not go to the Athletic Department.

Mr. Marcum also reported that the Division 1 Football issue is being studied and will come back to the Committee for further review. Mr. Skinner from the Lowell campus had discussed conference issues which are being evaluated. There had been a discussion about Women's Ice Hockey. Chancellor Cressy discussed the need for an ice hockey rink and that an Athletic Director should be in place on the Dartmouth campus by July 1st.

Trustee Naughton gave a report of the **Audit Committee** and indicated that the five audit reports presented to the Committee had no reportable conditions or material weaknesses. All reports had been voted under the Consent Agenda vote. He also mentioned the limited number of Committee members at Audit meetings.

Trustee Mahoney reported on **Development Issues.** He reported that the University is currently behind in its fundraising goals but that the campus will be working diligently over the next several months to reach their goals. He also reported that the Board has been sent a list of companies that the University would like to establish relationships with in a fundraising capacity.

Chancellor Cressy then reported on the great job the faculty have been doing with increasing the number of grants and contracts on campus. He also acknowledged Professor James Sears who teamed up with several professors and students landscaping the campus with 25 new gardens, a new rock well and a new line of trees on the Centennial By-Way.

Under **Other Business**, Chair Karam asked for Trustee Foley's comments on Honorary Degree Procedures. Trustee Foley reported that he was satisfied with the memorandum sent from General Counsel Kirby which explained the procedures.

Chair Karam then asked for a motion to go into **Executive Session** to consider **Awards of Tenure, UMASS Amherst, Boston, Worcester, Honorary Degrees, UMASS Worcester, the Haidak Chair, UMASS Worcester and Collective Bargaining Issues.** He indicated that the Board would not reconvene in open session.

Chair Karam voted for a motion as did Vice Chairs Foley and Haynes, and Trustees Berlandi, Bissonnette, Bogan, Dubilo, Giblin, Kraft, Lewenberg, Mahoney, Naughton, Osterhaus and Tirrell.

The time was 10:25 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, June 3, 1998; 9:15 a.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Trustees and Trustee Staff: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Carpenter, Dubilo, Fey, Flores, Giblin, Hoff, Kraft, Mahoney, Mihos, Murray, Naughton, Osterhaus, Tirrell and Tremblay

Trustees Absent: Trustees Lewenberg and O'Leary

University Administration: President Bulger, Interim General Counsel O'Malley, Chancellors Scott, Penney, Cressy, Hogan and Lazare; Vice Presidents Botman, Chmura, Julian and Lenhardt

Faculty Representatives: Professors O'Connor, Gibbs, Phelan and Cooke

Guest: Mr. Goodhue, President, UMASS Amherst Alumni Association

Chair Karam convened the meeting at 9:17 a.m. The first item on the agenda was **Consideration of the Minutes** of the previous meetings of the Board. Without discussion, it was moved, seconded and

VOTED: To approve the minutes of the March 31, and April 1, 1998 meetings of the Board.

The next item on the agenda was the **Chair's Report**. Chair Karam first recognized the President and his staff, and the Chancellors for the work being done to enhance the academic reputation of the University in the minds of students, parents, the business community, Beacon Hill and the major media of Massachusetts.

Chair Karam continued his report by commenting on the advertising campaign which has been a major success and mentioned future plans to air radio spots. The Boston Globe and Channel 5 have both attributed the growth in the University's Scholars Program, in part, to the ad campaign and the President's visits to high schools. Enrollments numbers are up as well as private and public financial support.

President Bulger thanked the Board and commended Mr. Robert Connolly, Associate Vice President for University Relations for his work on the ad campaign as well as the many staff members working together as a team for the good of the University.

Chair Karam recognized Mr. Robert Goodhue, President of the Alumni Association at the Amherst Campus. Following the presentation on the Association's Twenty-Year Strategic Plan, Mr. Goodhue commended Chair Karam and the entire Board for their focus on the best interests of the University. Mr. Goodhue noted the dedication and work of Mr. Feudo, Associate Vice Chancellor for University Advancement, and the support of Chancellor Scott.

Chair Karam then introduced the in-coming Student Trustees: Ms. Eleanor Court from the Amherst campus, Mr. Chad Molnar from the Boston campus and Mr. Terrence Dolan from Dartmouth. He then recognized the out-going Student Trustees: Trustees Brian Tirrell, Michael Murray and Sean Carpenter, and presented them with UMASS Chairs. He thanked them for their work on the Board and wished them success for the future. Chair Karam announced that Keith Tremblay and Kerri Osterhaus have been re-elected for another term.

The next item on the agenda was the **President's Report**. President Bulger reported that the next University Scholarship Gala would be held on September 24; Mr. William Weld, Mr. Peter Lynch, and Mr. William Cornell will serve as co-Chairmen. Mr. Rick Pitino, a graduate of the Amherst campus and coach of the Boston Celtics, will receive the Presidential medal at the event. Several faculty members will be honored that night after spending the day in high schools across Massachusetts demonstrating the power of learning.

President Bulger announced that the University Scholars ceremony will take place on June 9 at the State House. The University has awarded 130 four-year scholarships to graduates who ranked first and second in their high school classes. He also noted that preliminary enrollment data is very encouraging.

President Bulger continued his report by announcing the formation of a system-wide task force which will explore the need for a University Research Corporation. Vice President Chmura will Chair with Vice Chancellor Bresnick; Trustees Berlandi and Dubilo and representatives from the campuses serving as members of the task force.

On May 18th, a conference took place at the John F. Kennedy Library between entrepreneurs from Israel and Ireland to discuss the prospects of doing business in this country.

President Bulger then reported on recent accomplishments by faculty members, staff and friends of the University: Professor Nancy Folbre from the Amherst campus has been awarded a $280,000 five year scholarship by the MacArthur Foundation; Dr. Bernard Harleston from the Boston campus received an honorary degree from Tufts University; former Trustee Ogretta McNeil received an honorary degree from Clark University; Dr. Cora Marrett, Provost, UMASS Amherst and Dr. Lynn Margulis from Amherst were elected as members of the American Academy of Arts and Sciences; Provost Glynn from the Boston campus has recently accepted the position of acting President of John Carroll University; Richard Lyons has recently been selected as Provost at the Boston campus.

President Bulger then reported that the recent television add featuring Mr. Bill Cosby has won a Telly Award for outstanding production. He then thanks Mr. Robert Connolly for his work in this area.

Chair Karam then introduced the Consent Agenda. It was moved, seconded and

VOTED: To approve the following votes listed as items # a-b on the Board Consent Agenda:

a. Constitution of the Student Government Association, UMASS Boston (Doc. T98-059)

To approve the Constitution of the Student Government Association, University of Massachusetts Boston, as contained in Doc. T98-059. Further, to rescind the Constitution of the Student Senate in Doc. T84-118.

b. FY 1999 Fee-Based and Revenue-Based Budgets (Doc. T98-047)

To approve the FY 1999 Fee-Based Budgets at the Amherst, Boston, Dartmouth, Lowell, and Worcester campuses, and the budgets for the FY 1999 Revenue-Based Budgets at the Amherst, Boston, Dartmouth, Lowell, and Worcester campuses, and for Central Administrative Services, as described in Doc. T98-047, and further, to approve other changes in the Statements of Trust as outlined in the executive summary.

Chair Karam turned to Trustee Bissonnette for the report of the **Committee on Academic and Student Affairs**. Trustee Bissonnette first reported on the **Appointment as Distinguished Professor, UMASS Amherst**.

It was moved, seconded and

VOTED: To concur with the President in the appointment of Donald F. Towsley as Distinguished Professor at the University of Massachusetts Amherst. (Doc. T98-051)

The next item was **Undergraduate Financial Aid Policy.** Chair Karam congratulated the campuses and their Financial Aid Officers for their dedication and work with the issues surrounding unmet need. It was moved, seconded and

VOTED: To adopt the Policy on Undergraduate Financial Aid as contained in Doc. T98-050.

Trustee Fey gave the report for the **Committee on Administration and Finance**. The first item was **Delegation of Authority to Chancellors to Establish New Endowment Funds in Amounts Less than $500,000.** It was moved, seconded and

VOTED: To delegate to the Chancellors of the University of Massachusetts the authority to establish endowment funds for the campuses consisting of principal amounts less than $500,000; Chancellors shall request the University of Massachusetts Foundation to manage the investment of those endowments on behalf of the University.

Future requests for the establishment of such endowment funds of $500,000 or greater will continue to be presented to the Board of Trustees for acceptance.

The next item was **Approval of the Establishment of New Endowment Funds, UMASS Lowell**.

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish the following University of Massachusetts endowments at the Lowell campus, and to authorize the President or his designee to request the University of Massachusetts Foundation to manage the investment of those endowments on behalf of the University.

Francis College of Engineering Scholarship Fund
College Education Centennial Scholarship Fund
Robert Griffin Memorial Scholarship Fund
Gary & Sally Mucica Fund

Richardson/Bedell Scholarship Fund
Robert S. Loya Memorial Scholarship Fund
Paul Gayzagian Memorial Scholarship Fund
Sukant & Susan Tripathy Fund
Donahue Fund
Unitas Scholarship Fund
Joseph A. Priestley Sr. Scholarship Fund
Leo Montagna Scholarship Fund

The next item was **Approval of the Establishment of an Endowed Chair in Basic Research, UMASS Worcester.**

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in basic research at the University of Massachusetts Worcester to be known as the George F. Booth Chair.

The next item was **Approval of the Establishment of an Endowed Professorship in Clinical Research, UMASS Worcester.**

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed professorship in clinical research at the University of Massachusetts Worcester to be known as the David J. Freelander Memorial Professorship in AIDS Research.

Trustee Giblin gave the report for the **Administrative Redesign Committee**. Final recommendations are due at the August Board meeting concerning technology implementation by Chancellor Hogan and his Committee. Preliminary results from the satisfaction surveys have been received from the faculty; the student results are in progress. An Administrative Redesign Committee meeting has been scheduled for next week which will include discussion about the future mission of ARD initiatives.

Chair Karam announces the membership for this year's Nominating Committee: William Giblin, Chair and Trustees Bissonnette, Fey, Flores and Mihos. Their report will be presented to the Board in August.

Chair Karam turned to Trustees Hoff and Mahoney for the report of the **Development Committee**. Trustee Mahoney congratulated the Development Officers and the Chancellors for this year's fundraising efforts. Preliminary reports indicate a figure of $62 million dollars raised in total fundraising.

Trustee Hoff announces the Development Committee will now meet annually to chart and plan policies for the University's development initiatives. Trustee Mahoney, Chair of the UMASS Foundation will organize a Development SubCommittee to be chaired by Trustee Hoff.

Trustee Mahoney reminded the Board that each Trustee had received a list of possible donors to call about their gift-giving potential in anticipation of the September, 1998 Scholarship Gala.

Trustee Foley then thanked the Chancellors and their respective campuses for the outstanding efforts displayed at this year's Commencements.

Chair Karam then asked for a motion to go into Executive Session to discuss Appointment with Tenure, University of Massachusetts Worcester and Awards of Tenure, University of Massachusetts Amherst, Boston, Worcester and Collective Bargaining. He indicated that the Board would not reconvene in open session.

Chair Karam voted for a motion as did Vice Chairs Foley and Haynes, and Trustees Berlandi, Bissonnette, Bogan, Dubilo, Fey, Flores, Giblin, Hoff, Kraft, Mahoney, Mihos, Naughton, Osterhaus and Tirrell

The time was 10:15 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, August 5, 1998; 9:15 a.m.
Fisher Recital Hall/Durgin Hall
South Campus
University of Massachusetts
Lowell, Massachusetts

Trustees and Trustees Staff: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Court, Dolan, Dubilo, Fey, Flores, Giblin, Hoff, Lewenberg, Mihos, Molnar, Naughton, Osterhaus and Tremblay

Trustees Absent: Trustees Kraft, Mahoney and O'Leary

University Administration: President Bulger, Interim University Counsel O'Malley; Chancellors Scott, Penney, Cressy, Hogan and Lazare; Vice Presidents Botman, Chmura, Julian and Lenhardt

Faculty Representatives: Professors O'Connor, Disch, DiPippo, Phelan and Cooke

Chair Karam convened the meeting at 9:15 a.m. The first item on the agenda was Consideration of the Minutes of the Previous Meeting of the Board. Without discussion, it was moved, seconded and

VOTED: To approve the minutes of the June 3, 1998 meeting of the Board.

The next item on the agenda was the Chair's Report. Chair Karam began by asking Trustee Tremblay to report on activities on the Lowell campus.

Chair Karam then introduced newly-elected Student Trustees, Eleanor Court from the Amherst campus, Chad Molnar from the Boston campus and Terrence Dolan from the Dartmouth campus. Keith Tremblay from the Lowell campus and Kerri Osterhaus from the Worcester campus were re-elected for a second term.

Chair Karam reported that he had recently assigned Trustees Fey and Giblin and Dr. Jon Westling to conduct a Presidential Review on President Bulger. The President's job performance was met with high praise and the Board looks forward to the President continuing his work promoting the University for a very long time. President Bulger expressed his pleasure serving the University.

The next item on the agenda was the President's Report. President Bulger first gave a budget update. For the third year in succession, the University has received a significant increase in state support; the Legislature has approved a $20.6 million increase in the budget including special funding for the Commonwealth Honors College. On Friday, the Legislature approved a supplemental budget that contained $11 million for public higher education incentive program under which the state provides $1 for every $2 from private sources, $12 million for the Advanced Technology Center in Fall River, and funds to help the University deal with the year 2000 computer issues.

President Bulger continued his report by announcing the success of the completed negotiations of most of the contracts that expired on June 30. People on both sides of the table brought their expertise and diligence forward which set the stage for a fair and respectful negotiating process. President Bulger then recognized Roy Milbury, Director of Human Resources and his management team for their work throughout this process. He also announced that a commitment to a meaningful post-tenure process has been made.

President Bulger reported that he and Vice President Botman had convened the Chancellors, Provosts and education school deans to engage in a serious discussion about how to educate the University's students. He reported that he has asked for each campus to assess its writing requirements in the general education curriculum and departmental courses. This matter will be on the agenda of the Committee on Academic and Student Affairs in September.

President Bulger reported that the University is beginning the transition to a new logo which has been distributed. The logo was created by a team of communications professionals on the Amherst campus. The final design was submitted by Steve Robbins, an alumnus of the University. There is now a University-wide logo which will establish a fresh visual identity for the University. Communications staff members from the President's Office and each campus will meet to discuss the details of implementing the new logo.

President Bulger announced that a signing ceremony will take place following today's meeting which will link the Boston and Lowell campuses together in collaboration to offer Engineering education to Boston students.

The President then announced that the University has entered an agreement with the University of Ulster to sponsor an international conference at Magee College in Northern Ireland next year. The conference will focus on the economic issues facing societies as they emerge from periods of conflict. An institute will be established to oversee the growing relationship with the University of Ulster and Magee College.

The University has also agreed to sponsor the Third Annual Conference on Technology and Investment Opportunities from Israel, Ireland and Northern Ireland. This conference will take place next May at the JFK Library. President Bulger thanked Susan Kelly and Matthew Morrissey from the President's Office for their work with this Conference.

It was then announced that Thomas Manning, Vice Chancellor from the Worcester campus has been selected as recipient of the Manuel Carballo Governor's Award for Excellence in Public Service. Mr. Manning is one of ten individuals that will be honored on October 8 at a dinner at the Sheraton Boston Hotel.

Chair Karam then introduced the Consent Agenda. It was moved, seconded and

VOTED: To approve the following votes listed as items #a-b on the Board Consent Agenda:

a. Committee on Administration and Finance - July 29, 1998

1. Approval of Change in Parking Regulations, UMASS Amherst

To amend the Parking Regulations for the Amherst campus, as contained in Doc. T97-073, as amended, by adopting the changes thereto signified in Doc. T98-085.

b. Audit Committee - August 4, 1998

•To accept the following University Audit Reports:

1. Emergency Student Loans, UMASS Amherst
2. Departmental Gift Accounts, Follow-Up, UMASS Amherst
3. Operating Support Funds Checking Accounts, UMASS Amherst
4. Purchase Card Implementation Review, UMASS Dartmouth
5. Purchasing Construction Contracts, UMASS Dartmouth
6. University Auditor's Office Operations Report as of 7/17/98
7. Audited Financial Statements, FY97 University Health Services, UMASS Amherst
8. Management Letter, FY97 Audit, University of Massachusetts Health Services, UMASS Amherst

The next item on the agenda was the report of the Committee on Academic and Student Affairs. Trustee Bissonnette reported that the Committee had considered two items before entering executive session to consider tenure cases: Appointment of Professor Anna Nagurney as the John F. Smith Professor of Operations Management, UMASS Amherst and Approval of the Establishment of the Constantine Gilgut Professorship in Plant Biology and the Appointment of Professor Peter Hepler as the First Gilgut Professor, University of Massachusetts Amherst.

It was moved, seconded and

VOTED: To concur with the President in the appointment of Anna Nagurney as the John F. Smith Professor of Operations Management at the University of Massachusetts Amherst.

And,

VOTED: To establish an endowed professorship in plant biology at the University of Massachusetts Amherst to be known as the Constantine Gilgut Professorship in Plant Biology, as set forth in the Fund Agreement dated April 4, 1998 between Patricia and Weldon Johnson, the University of Massachusetts and the University of Massachusetts Foundation, Inc. (Doc. T98-088); and further, to appoint Professor Peter Hepler, Director of the Plant Biology Program, as the first Gilgut Professor.

Chancellor Scott was asked to elaborate on the details of the endowed professorship: the Gilgut Professorship is an endowed professorship established to honor nearly fifty years of teaching, research and outreach by retired Professor Constantine Gilgut which will be funded by a major donation of $1.0 million from Dr. Gilgut's family.

Trustee Bissonnette concluded her report by reaffirming the Committee's intention to discuss the teacher certification issues at the next meeting of the Committee.

The next item was the report of the Committee on Administration and Finance. Trustee Fey reported that the following items had been approved by the Committee on July 29: Fiscal Year 1999 Allocation of State Funds, Acceptance of an Endowment for the Establishment of the Constantine Gilgut Professorship in Plant Biology, UMASS Amherst, Request for University of Massachusetts Building Authority to Pursue License Agreement, UMASS Lowell, Approval of Conveyance of Land to the University of Massachusetts Building Authority for the Earl P. Charlton College of Business and Industry Textile Technology Building, UMASS Dartmouth, Approval of the Lease of Land for Construction of a Building, UMASS Amherst

It was moved, seconded and

VOTED: To direct the President to develop an allocation plan for the amount appropriated for the University in Line Item 7100-0200 of the state appropriation act for fiscal year 1999, and to notify the Board of Trustees of said plan within 40 days of the passage of said appropriation act, and the House and Senate Committees on Ways and Means within 45 days of the passage of said act.

And,

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to accept the gift from Patricia and Weldon Johnson for an endowed professorship in plant biology at the University of Massachusetts Amherst to be known as the Constantine Gilgut Professorship in Plant Biology as set forth in the Fund Agreement dated April 4, 1998 between Patricia and Weldon Johnson, the University of Massachusetts and the University of Massachusetts Foundation, Inc. (Doc. T98-072); and further, to authorize the President or his designee to request the UMASS Foundation to manage the investment of this endowment on behalf of the University.

And further,

VOTED: WHEREAS: University of Massachusetts Building Authority (the "Authority") is authorized by Chapter 773 of the Acts of 1960, as amended, among other things, to provide dormitories, dining commons and other buildings and structures for the use of the University of Massachusetts (the "University"), its students, staff and their dependents, as well as research organizations and other entities related to the University, and to initiate projects for such purposes upon written request made by authority of the Board of Trustees (the "Trustees") of the University; and

WHEREAS: the Trustees and the Authority, or their predecessors, have entered into a Restated Contract for State Financial Assistance and Services as authorized by said Chapter 773, and by Chapter 557 of the Acts of 1961 and Chapter 267 of the Acts of 1995, for certain projects at the Lowell campus as provided therein, and among such projects was the acquisition of real property and the construction of certain parking lots for the residence halls constructed by the Authority; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Authority enter into the license agreement described below;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of the Authority that the Authority enter into a License Agreement with the Lowell Spinners Baseball Team (doing business as Diamond Action, Inc. - hereinafter "Lowell Spinners") to allow the Lowell Spinners to invite patrons of their baseball games to park their automobiles in specified residence hall parking lots owned by the Authority, said License Agreement to be subject to approval by the Chancellor of the Lowell campus and approved as to form by University legal counsel.

2. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

And,

VOTED: WHEREAS: the Board of Trustees ("Trustees") of the University of Massachusetts ("University"), by unanimous vote on October 8, 1997, BOT Doc. T97-090, authorized the President of the University ("the President"), pursuant to the authority vested in the Trustees pursuant to Chapter 773 of the Acts of 1960, as amended, to request that the University of Massachusetts Building Authority ("Authority") initiate a project consisting of the renovation of the Textile Science Building ("the Building") at the University of Massachusetts Dartmouth for use as the Earle P. Charlton College of Business and Industry ("the Project"); and

WHEREAS: the Trustees are authorized by said Chapter 773 to convey to the Authority, and the Authority is authorized by said Chapter 773 to acquire from the Commonwealth, real and personal property, by sale, lease or otherwise, with or without consideration; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University, and necessary for the expedient completion of the Project, to convey to the Authority the Building and the land on which it sits for such time as is necessary to effectuate the Project;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. the President be and hereby is authorized and directed in the name of and on behalf of the Trustees to convey to the Authority, by grant and without consideration, the real property identified as Lot #19 on the Town of Dartmouth Reference Map #49, and any building located thereon, subject to approval by the Governor of the Commonwealth of Massachusetts, under such terms as are determined by the President to be reasonable, which shall include a provision providing for the reversion of said property to the University ten years from the date of such conveyance or, if deemed advisable by the Authority, such other date reasonably following the date upon which all bonds issued by the Authority in support of the Project have been paid in full.

2. the President and all other officers of the University be and they hereby are and each acting singly is authorized and directed to request the Governor to approve in writing said conveyance and to do such things and to take other action as the officer and officers so acting shall, as conclusively evidenced by their taking action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

And further,

VOTED: WHEREAS: the University of Massachusetts Building Authority ("the Authority") is authorized by Chapter 773 of the Acts of 1960, as amended ("the Act"), among other things, to provide dormitories, dining commons and other buildings and structures for the use of the University of Massachusetts ("the University"), its students, staff and their dependents and certain organizations related to the University and to initiate projects for such purposes upon written request made by authority of the Trustees of the University ("the Trustees") and upon written approval from the Commissioner of Administration; and

WHEREAS: the Trustees are authorized by said Chapter 773 to convey to the Authority, and the Authority is authorized by said Chapter 773 to acquire from the Commonwealth, real and personal property, by sale, lease or otherwise, with or without consideration; and

WHEREAS: in the judgment of the Trustees it is in the best interests of the University to lease to the Authority a parcel of land sufficient for the construction of a building at the University of Massachusetts Amherst, and that said lease is necessary for the expedient construction of said building;

NOW, THEREFORE, BE IT RESOLVED THAT:

1. the amendment of the Lease (Amherst and Hadley Property) dated as of April 1, 1984, as amended, by and between The Commonwealth of Massachusetts, acting by the Trustees of the University of Massachusetts, and University of Massachusetts Building Authority ("the Authority"), and the leasing by the Commonwealth to the Authority of a parcel of land, owned by the Commonwealth in the Town of Amherst and adjacent to the University of Massachusetts Amherst School of Management Building, of a sufficient size and location, to be determined by the President subject to the approval of the Trustees, for the construction of a new structure for the School of Management, all as provided in a form of Amendment to Lease (Amherst and Hadley Property) to be presented to the Trustees, be and the same hereby are authorized and approved, subject to such minor changes or insertions in and omissions from said form of Amendment to Lease as may be approved by the Trustees or a majority thereof and by the Chairman or Vice Chairman of the Authority; the Trustees or a majority thereof be and hereby are authorized, in the name and on behalf of the Commonwealth, to sign, seal with the common seal of the University and of the Trustees, acknowledge and deliver said Amendment of Lease (Amherst and Hadley property) in or substantially in the form presented to this meeting; the execution of said Lease (Amherst and Hadley Property) by the Trustees or a majority thereof shall be conclusive evidence (a) of the approval of any such minor change, insertion or omission and the authorization of the same and (b) that the form of Amendment to Lease (with approved Hadley property) so executed (with approved changes, if any) is as hereby authorized and approved; and the recording of said Amendment to

Lease (Amherst and Hadley Property) or a notice thereof be and the same hereby is authorized.

2. the President and all other officers of the University be and they hereby are and each acting singly is authorized and directed to request the Governor to approve in writing said lease and to do such things and to take other action as the officer and officers so acting shall, as conclusively evidenced by their taking action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

Trustee Fey noted the excellent job by Vice President Lenhardt and his staff outlining the deferred maintenance projects.

Trustee Foley requested an inventory of University properties be an item for discussion in the near future.

The next item was the report of the **Administrative Redesign Committee**. Trustee Giblin reported that redesign issues continue to be addressed and that a full report had been presented at yesterday's meeting of the Committee of the Whole.

The next item was the report of the **Audit Committee**. Trustee Naughton reported that the action items had come under the Consent Agenda and noted the work involved in the audit process.

The next item was the report of the **Committee of the Whole**. Chair Karam reported that there had been a lively discussion surrounding the Ad Hoc Committee reports which had been commissioned from the last Trustee Retreat. In summary, the Committee had agreed that the Board and Committee schedule would change from six meetings a year to four with at least one Retreat. Changes to the By-Laws would be on the October Board agenda. The revised meeting format would be in place for eighteen months at which time the Board will review its effectiveness. The Audit Committee would merge with the Administration and Finance Committee and a Vice Chair would be appointed to concentrate on audit issues. The Athletic Committee will merger with the Academic and Student Affairs Committee with a Vice Chair to focus on athletic issues.

The proposal to merge the Development Committee with the Investment Committee would be studied further before a final recommendation. Trustee Giblin will reconvene the Nominating Committee to study Trustee Governance issues and the formal role of Trustee Orientation. A member of the President's Office staff will be assigned to assist with Trustee Orientation issues. Vice President Chmura was commended for his report in this regard.

Trustee Hoff, Chair of the **Development Committee** reported that the Lowell and Worcester campuses have had a very successful year with their fundraising activities and have exceeded their goals. A report on all of the campuses will be presented in October. Trustee Hoff also reported that fifty tables have been sold for the second annual Gala event scheduled for September 24. Once again, this event is expected to raise scholarship funds as well as celebrate the success of the University.

Trustee Flores then reported for the **Committee on Personnel and Diversity**. Currently the Committee is involved in a tenure hearing which is expected to bring a recommendation to the full Board by the end of the year. He also reported that a new policy is being developed that will handle such cases in the future.

Chair Karam thanked Trustee Flores for his previous work on infrastructure issues that resulted in the current Capital Plan.

The next item was the **Department of Defense Exclusion List**. It was moved, seconded and

VOTED: WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, the President, the Secretary, and the designated Facility Security Officer meet the personnel clearance requirements established for a contractor's facility clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Trustees and other officers, provided that this action is recorded in the minutes.

NOW, THEREFORE, BE IT DECLARED that the Chairman of the Board, the President, the Secretary and the designated Facility Security Officer at the present time do possess, or will be processed for, the required security clearance; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as Chairman of the Board, the President, the Secretary or the designated Facility Security Officer, such individual shall immediately make application for the required security clearance; and

BE IT RESOLVED FURTHER that the following members of the Board of Trustees and other officers shall not have, and can be effectively excluded from access to all classified information in the possession of the corporation and do not occupy positions that would enable them to affect adversely policies or practices in the performance of classified contracts for the Department of Defense or the User Agencies of its Industrial Security Program:

NAME	TITLE
Peter J. Berlandi	Trustee
Diane E. Bissonnette	Trustee
Daniel E. Bogan	Trustee
Eleanor Court	Trustee
Terrence A. Dolan	Trustee
Edward A. Dubilo	Trustee
Grace K. Fey	Trustee
Heriberto Flores	Trustee
Michael T. Foley, M.D.	Trustee
William Giblin	Trustee
Robert J. Haynes	Trustee
Charles Hoff	Trustee
Myra Kraft	Trustee
Peter K. Lewenberg	Trustee
Robert M. Mahoney	Trustee
Christy P. Mihos	Trustee
Chad Molnar	Trustee
John Naughton	Trustee
James F. O'Leary	Trustee
Kerri Osterhaus	Trustee
Keith Tremblay	Trustee

The next item was the report of the Nominating Committee. Trustee Giblin reported that the members of the Committee had canvassed the full Board about the slate of officers and concluded the current membership which has provided strong leadership should continue.

It was moved, seconded and

VOTED: To confirm and approve the Officers and Committee Chairs of the Board set forth in Doc. T98-066, all to serve until the next annual meeting of the Board.

President Bulger then announced his intention to sign the agreement between Boston and Lowell linking the two campuses to an engineering program for Boston students. Students from the Boston campus will now have access to a four-year engineering program. The first three years may be completed on the Boston campus before moving to the Lowell campus for the fourth year of the curriculum.

President Bulger applauded the work of the Chancellors, the Deans and the faculty from Lowell and Boston. Chancellors Penney and Hogan offer remarks about the historic agreement.

Trustee Haynes then reported that the Ad Hoc Committee on Campus Assignments decided against assigning Board members to specific campuses and that Trustees should take responsibility for visiting the campuses.

Chair Karam then asked for a motion to go into Executive Session to discuss Transfer of Tenure, UMASS Amherst, Appointment with Tenure, UMASS Boston, Awards of Tenure, UMASS Amherst, Boston, Dartmouth, Lowell, Honorary Degrees, UMASS Dartmouth and Collective Bargaining. He indicated that the Board would not reconvene in open session.

It was moved, seconded and

VOTED: To enter into Executive Session for the purpose of considering Transfer of Tenure, UMASS Amherst, Appointment with Tenure, UMASS Boston, Awards of Tenure, UMASS Amherst, Boston, Dartmouth, Lowell, Honorary Degrees, UMASS Dartmouth and Collective Bargaining.

Chair Karam voted for a motion as did Vice Chairs Foley and Haynes; Trustees Berlandi, Bogan, Dolan, Dubilo, Fey, Flores, Giblin, Hoff, Lewenberg, Mihos, Molnar and Naughton. The time was 10:10 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, October 7, 1998; 9:15 a.m.
V.I.P. Room - Third Floor
Mullins Center
University of Massachusetts
Amherst, Massachusetts

Trustees Present: Chair Karam; Trustees Bissonnette, Court, Dolan, Dubilo, Fey, Flores, Foley, Giblin, Hoff, Kraft, Mahoney, Mihos, Molnar, Naughton and O'Leary

Trustees Absent: Trustees Berlandi, Bogan, Haynes, Lewenberg, Osterhaus and Tremblay

University Administration: Interim University Counsel O'Malley; Chancellors Cressy, Hogan, Lazare and Penney; Deputy Chancellor Williams; Vice Presidents Botman, Chmura, Julian and Lenhardt

Faculty Representatives: Professors O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 9:20 a.m.

In Chancellor Scott's absence, Deputy Chancellor Williams reported on the gift package from the Amherst campus to each member of the Board featuring items inscribed with the new UMASS logo.

The first item on the agenda was **Consideration of the Minutes of the previous meeting of the Board**. Without discussion, it was moved, seconded and

VOTED: To approve the minutes of the August 5, 1998 meeting of the Board

The next item on the agenda was the **Chair's Report**. Chair Karam first reported on Professor Roger Porter, Professor Emeritus and the first Department Head of Polymer Science and Engineering on the Amherst campus, who recently passed away. Professor Porter had served on the Search Committee for the Amherst Chancellor and had been an outstanding scientist. Chair Karam then asked for a moment of silence in honor of Professor Roger Porter.

Chair Karam then requested the Board vote to suspend the rules for the purpose of approving the **Establishment of an Endowed Chair in Cancer Research, UMASS Worcester**.

It was moved, seconded and

VOTED: To suspend the rules for the purpose of voting for an establishment of an Endowed Chair at the University of Massachusetts Worcester under the consent agenda.

Chair Karam then introduced the Consent Agenda and reported on the Amendments to the Executive Compensation Policy. This item will authorize the President to review the current policy on executive compensation and evaluation of senior administrators and propose amendments to the Board if necessary. Results of any of these actions will be reported to the Board.

It was moved, seconded and

VOTED: To approve the following votes listed as items #a-c on the Board Consent Agenda:

a. Committee on Academic and Student Affairs - September 29, 1998

1. Policy for Responding to Allegations of Scientific Misconduct and Whistleblower's Bill of Rights, UMASS Worcester (Doc. T98-093)

To adopt the Policy for Responding to Allegations of Scientific Misconduct and the Whistleblower's Bill of Rights as contained in Doc. T98-093.

Further, to rescind the Scientific Misconduct Policy in Doc. T91-008.

b. Committee on Administration and Finance - October 1, 1998

1. Amendments to the Executive Compensation Policy (Doc. T98-077)

To authorize the President to review the Trustee policies on Executive Compensation and Evaluation of Senior Administrators and to propose any amendments to the Board that he deems necessary or desirable.

To authorize the President of the University, from time to time, to establish the salary of each Chancellor in consultation with the Chair, notwithstanding the provisions of any Trustee policy.

To authorize the Chair to renegotiate the terms and conditions, including salary, of the contract with the President of the University for the duration of his appointment notwithstanding the provisions of any Trustee policy.

The Chair shall report the results of any renegotiation and the President shall report the results of any action concluded pursuant to this vote to the individual members of the Board of Trustees in a timely manner.

The terms and conditions negotiated by the Chair and the salaries established by the President shall not be inconsistent with those for similar positions in comparable institutions of higher learning.

2. Campus Affirmative Action Plans (Doc. T98-101)

To accept the Affirmative Action Plans of the Amherst, Boston, Dartmouth, Lowell and Worcester campuses of the University of Massachusetts as contained in Doc. T98-101.

c. Audit Committee - September 29, 1998

•To accept the following University Audit Reports:

1. Audited Statement of Revenues and Expenditures of the Intercollegiate Athletic Department, UMASS Amherst (Doc. T98-092)

2. The University Auditor's Office Three Year Audit Plan, FY1999, FY2000, FY2001 (Doc. T98-099)

3. The University's Auditor's Office Operations Report (Doc. T98-100)

•Establishment of an Endowed Chair in Cancer Research, University of Massachusetts Worcester (Doc. T98-108)

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in Cancer Research at the University of Massachusetts Worcester to be known as the H. Arthur Smith Chair for Cancer Research.

Trustee Naughton gave the report of the Committee on Academic and Student Affairs and called on Vice President Botman to discuss the Appointment as Distinguished Professor, UMASS Amherst. Vice President Botman reported that this appointment was highly recommended and Provost Marrett had reviewed highlights from Professor Ronald Hambleton's distinguished background.

It was moved, seconded and

VOTED: To concur with the President in the appointment of Ronald K. Hambleton as Distinguished Professor at the University of Massachusetts Amherst. (Doc. T98-094)

Trustee Naughton reported that the items concerning Tenure would be considered in Executive Session. He also reported the Committee had an extensive discussion regarding the Massachusetts Teacher Test and looked forward to revisiting this subject in the near future.

Chair Karam expressed his pleasure that the University has taken the leadership role in this area and that the students from UMASS are qualified.

Chair Karam then made several announcements: President Bulger is absent from today's meeting because of his attendance at the funeral of a friend and former colleague; Trustee Haynes has been elected President of the Massachusetts AFL-CIO and recently announced a $1 million pledge a year for the next five years to the Medical Center for Cancer Research through an annual labor day walk; Trustee Foley was recently awarded the Humanitarian of the Year Award through The Northern New England Chapter of the Crohn's & Colitis Foundation of America.

The next item on the agenda was the report of the Committee on Administration and Finance. Trustee Fey reported that the FY1999 Capital Plan and Request for the University of Massachusetts Building Authority to Undertake Certain Capital Projects had been discussed in length and the members of the Committee had expressed their satisfaction with the proposed projects.

It was moved, seconded and

VOTED: To approve the FY1999 Capital Plan for the University, as contained in Doc. T98-103.

And further,

VOTED: WHEREAS, the University of Massachusetts Building Authority (the "Authority") was created by Chapter 773 of the Acts of 1960 of the Commonwealth of Massachusetts (the "Commonwealth") (said Chapter 773, as amended, being hereinafter called the "Enabling Act") as a body politic and corporate and a public instrumentality of the Commonwealth;

WHEREAS, the Authority is created by the Enabling Act for the general purposes of aiding and contributing to the performance of the educational and other purposes of the University of Massachusetts (the "University") by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the "Trustees"), a research, foundation or other research organization the operation of which in conjunction with the University is approved by the Trustees or other entity and activities of which are approved by the Trustees as furthering the purposes of the University;

WHEREAS, the Authority is authorized by the Enabling Act, among other things,

(a) To construct buildings or structures and to acquire, add to, alter, enlarge, reconstruct, remodel and do other work in or upon or respecting any building or structure, in each case upon written request made by authority of the Trustees; and to provide and install furnishings, furniture, machinery, equipment, facilities, approaches, driveways, walkways, parking areas, planting and landscaping in or for or related to any such building or structure; provided that such approaches, driveways, parking areas, planting and landscaping be approved by authority of the Trustees;

(b) To borrow money from time to time to achieve any one or more of its corporate purposes and to refund obligations earlier incurred for any such purpose and for refunding, and to issue and sell its revenue bonds and notes therefore, payable solely from its revenues;

WHEREAS, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Authority initiate the projects described by the following:

NOW THEREFORE, BE IT RESOLVED THAT:

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of the Authority that the Authority initiate:

(a) any or all of the projects set forth on Schedule A attached hereto; and

(b) any other renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used by the University or the Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Authority in writing from time to time by the President or Vice President and Treasurer of the University, the making of any such request being hereby authorized;

2. The projects to be initiated by the Authority in accordance with the request authorized to be made in Section 1 of this resolution may in the discretion of the Authority be undertaken separately or together for financing purposes; and

3. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed to request the Commissioner of Administration to approve in writing the undertaking by the Authority of the projects a request for which is hereby authorized and to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

The next item was the **Fiscal Year 1999 Operating Budget**. Trustee Kraft requested a copy of the Budget. Vice President Lenhardt reported the budget will be made available to all members of the Board.

It was moved, seconded and

VOTED: To approve the FY 1999 Operating Budget for the University of Massachusetts, as contained in Doc. T98-065.

The next item was the **Fiscal Year 2000 State Budget Request**.

It was moved, seconded and

VOTED: To authorize the President to prepare and submit the Fiscal Year 2000 State Appropriation request.

The next item was **Approval of the Establishment of an Endowed Chair in Orthopedics, UMASS Worcester**. Chancellor Lazare reported on the distinguished career of Dr. Arthur Pappas and his help with the building of the Medical Center.

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in Orthopedics at the University of Massachusetts Worcester to be known as the Arthur M. Pappas Chair.

The next item was **Approval of the Establishment of an Endowed Professorship in Quality, UMASS Worcester**. Chancellor Lazare acknowledged the Feigenbaums' generosity towards the Medical Center.

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an Endowed Professorship in Quality at the University of Massachusetts Worcester to be known as the Armand V. and Donald S. Feigenbaum Distinguished Professorship in Quality.

The next item was **Approval of Amendments to the Workforce Redesign/Staff Reduction Policy for Non-Unit Staff, UMASS Worcester**. Trustee Fey reported that as a result of the merger with Memorial HealthCare, there are financial issues that need to be addressed; this action will allow Chancellor Lazare some flexibility with these issues.

It was moved, seconded and

VOTED: To approve amendments to the Workforce Redesign/Staff Reduction Policy for Non-Unit Staff, University of Massachusetts Worcester establishing parameters for workforce redesign/staff reduction on the Worcester campus as outlined in Doc. T93-079, as amended.

The next item was **Approval of Amended and Restated Definitive Agreement Between the University of Massachusetts and Memorial HealthCare, Inc.** Chancellor Lazare reported that this action involves minor adjustments to the Agreement.

Chancellor Lazare was asked to update the Board on the progress of the agreement with Memorial HealthCare. Chancellor Lazare reported the merger has gone smoothly with only minor points of issue which have been easily resolved. Chair Karam congratulated Chancellor Lazare and his management team for their foresight with the merger.

It was moved, seconded and

VOTED: WHEREAS, on March 31, 1998, the Board of Trustees voted to approve the Amended and Restated Definitive Agreement between the University of Massachusetts and Memorial HealthCare, Inc. (Doc. T98-042) with attached exhibits;

WHEREAS, the President was authorized to execute and deliver said Definitive Agreement "with such changes as he in his discretion may approve";

WHEREAS, the President and the Chancellor of the Worcester campus were authorized to execute such agreements and take such actions desirable to effectuate the merger transaction; and

WHEREAS, said Definitive Agreement by its term contemplates subsequent modifications and amendments which must be in writing and require the approval of the University;

To authorize the President to approve such modifications of and amendments to the Definitive Agreement (Doc. T98-042) as he in his discretion from time to time deems appropriate; and further authorize the President to delegate such authority to the Chancellor of the Worcester campus.

The next item on the agenda was the report of the Administrative Redesign Committee. Trustee Giblin reported on the **Recommendation for On-Going Oversight of Technology Implementation**. This will allow the President and the Chancellors to oversee the needs of the administrative technology throughout the University, reporting to the Board their progress on a regular basis.

Trustee Giblin also announced that a Projects Manager would be hired and the Administrative Redesign Committee will continue as long as necessary.

It was moved, seconded and

VOTED: To adopt the following procedures:

1. Responsibility for oversight and reporting to the Trustees regarding administrative technology is recommended to reside with the President and Chancellors for their respective unit, with such reporting to be done on a regularly scheduled basis.

2. It is expected that the President and Chancellors would appoint such committees and subcommittees as they deem appropriate to meet the needs of overall coordination and mutual assistance (e.g., the President's recent announcement of an implementation steering committee.)

3. The Trustee Administrative Redesign Committee should determine the particular areas of discussion and timeframes for reporting as may be appropriate to the development of the project.

The next item was the **Student Trustee Report**. Trustee Court first thanked the Trustees for their time yesterday listening to the concerns of the students. Trustee Court reported that student involvement is strong in the areas of the faculty senate, issues related to collective bargaining and serving on task forces set up by the Chancellor. Students are also involved in a voter registration campaign encouraging students to use their voices in the upcoming election. There is also a voter education campaign that make students aware of the issues.

Another issue facing students is the Campus Student Union complex which is not sufficiently meeting the needs of the campus; they are looking into a proposal that would renovate the current structure.

The next item was the report of the **Audit Committee**. Trustee Naughton reported that the Audit Committee items had been voted under the Consent Agenda and that all the audits and reports were found to be in order.

The next item was the report of the **Committee of the Whole**. Chair Karam reported that Vice Presidents Botman and Lenhardt had given a presentation on Information Technology which proved to be very informative. There are many issues that need to be addressed in this area which continue to be studied by the Information Technology Committee which will also write a strategic plan. A member of the Board will be asked to serve on the IT Committee.

Chancellor Lazare commented on the presentation showing the difficulty and importance of a strategic balance between distance learning and mentoring.

The next item was the report of the **Development Committee.** Trustee Hoff first asked for a round of applause for the Development team for an outstanding year. The fund-raising efforts proved highly successful. The monies raised were matched by state funds. There have been a series of meetings with the Development Officers and the Foundation officers which came up with a new goal to raise $100 million for Fiscal Year 2002. Each of the campuses has been assigned a target goal for the upcoming campaign.

Trustee Mahoney, Chair of the UMASS Foundation reported on the success of the second annual Fundraising Gala and thanked the University's new sponsors for participating. Plans are already being made for next year's Gala. He then thanked Ronald Suduiko, Director of the Foundation and Robert Connolly, Associate Vice President for University Relations for their work with the video shown at the Gala.

Chair Karam thanked Susan Kelly, Assistant to the President for her work with the Gala. He also thanked Trustees Hoff and Mahoney for their dedication to the success of the University's fund raising efforts.

The next item was the Nominating Committee Report - **Officers and Committee Chairs of the Board of Trustees**. Trustee Giblin reported that the revised list of Committee Chairs was a result of the streamlined standing Committees.

It was moved, seconded and

VOTED: To confirm and approve the Officers and Committee Chairs of the Board set forth in Doc. T98-066, as amended, all to serve until the next annual meeting of the Board.

The first item under **Other Business** was **Amendments to the By-Laws**. Trustee Giblin reported that these revisions reflect the new Committee structure which is a result of a discussion at the last Trustee Retreat. He also noted that the Nominating Committee will become the Trustee Governance Committee which will study ways to better organize the structure of the Board and analyze itself as far as conducting such Trustee business as assessing membership, how we nominate members, etc.

Trustee Giblin continued by stating that this Committee will also overhaul Trustee Orientation procedures. Vice President Thomas Chmura, who has done a superb job of organizing the thoughts of the Committee in this area, will coordinate this effort.

It was moved, seconded and

VOTED: To approve the following amendments to the By-Laws of the Board of Trustees of the University of Massachusetts:

Article I, Organization and Officers, is hereby amended as follows:

Section 2

By replacing "Nominating Committee" with the words "Trustee Governance Committee."

And further,

Article II, Meetings of the Board of Trustees is hereby amended as follows:

Section 1

By replacing "February, April, June, August, October and December" with the words "February, May, August and November."

Section 6 (IX)

By replacing "Nominating Committee's" with "Trustee Governance Committee."

And further,

Article III, Committees of the Board, is hereby amended as follows:

Section 1

By replacing the word "six" with the word "four" and replacing the words "the Executive Committee, the Committee on Academic and Student Affairs, the Committee on Administration and Finance, the Athletic Committee, the Audit Committee, and the Development Committee" with the words "the Executive Committee, the Committee on Academic Affairs, Student Affairs and Athletics, the Committee on Administration, Finance and Audit, and the Development Committee."

Section 5 (b)

By replacing the words "Committee on Academic and Student Affairs" with the words "Committee on Academic Affairs, Student Affairs and Athletics" and by adding the words "students and matters concerning intercollegiate athletics at the University including but not limited to:"

By adding section designation "(vi) master athletic plans including athletic affiliations and overall athletics development;"

By adding section designation "(vii) policies involving athletic departments, activities and services."

Section 5 (c)

By replacing the words "Committee on Administration and Finance" with the words "Committee on Administration, Finance and Audit" and by adding the words "and the responsibility of considering, reviewing and making recommendations to the full Board on matters relative to financial control and auditing of the University including but not limited to:"

By striking in section designation (iv) the words "investment policies."

By adding section designation "(x) initiation of audits;"

By adding section designation "(xi) audits of the University and its components and affiliates;"

By adding the words "In addition the Committee shall have the final authority to review and approve the selection of external audit firms and the deployment of auditors pursuant to the Audit Protocols."

Section 5 (d)

By striking section designation "(d) The Athletic Committee shall have the responsibility of considering, reviewing and making recommendations to the full Board on matters concerning intercollegiate athletics at the University including but not limited to:"

By striking section designation "(i) master athletic plans including athletic affiliations and overall athletics development;"

By striking section designation "(ii) policies involving athletic departments, activities and services."

Section 5 (e)

By striking section "(e) The Audit Committee shall have the responsibility of considering, reviewing and making recommendations to the full Board on matters relative to financial control and auditing of the University including but not limited to:"

By striking section designation "(i) initiation of audits;"

By striking section designation "(ii) audits of the University and its components and affiliates."

By striking the words "In addition the Audit Committee shall have the final authority to review and approve the selection of external audit firms and the deployment of auditors pursuant to the Audit Protocols."

And further,

Article IV, Nominating and Special Committees is hereby amended as follows:

Section 1 (a)

By replacing the words "Nominating Committee" with the words "Trustee Governance Committee."

By replacing the words "appointed by the Chair of the Board in June of each year; the number to be so appointed shall be not less than three nor more than five, with the Chair appointed by the Chair of the Board. Said committee shall serve until the appointment of a new Nominating Committee in May of the next following year" with the words "The committee shall consist of not less than three nor more than five members. The committee members and committee chair shall be appointed by the Chair of the Board in May of each year. Said Committee shall serve until the appointment of a new Committee in May of the following year."

By replacing the words "The duties and responsibilities of the Nominating Committee shall be to nominate candidates for election as officers of the Board

of Trustees and as chairs of the standing committees. The slate of candidates shall be submitted to the Secretary at least eight days prior to the date of the annual meeting of the Board" with the following:

This Committee shall be responsible for ensuring the effective composition and workings of the Board of Trustees in carrying out its responsibilities for the University.

The duties and responsibilities of the Committee shall be to:

i. assess the requirements and representatives of the membership of the Board and, as appropriate, identify for the Chair and President recommendations regarding the composition of the Board;

ii. nominate candidates for election as officers of the Board and as chairs of the standing committees;

iii. oversee the development and implementation of the Board's program for new Trustee orientation and ongoing Trustee development;

iv. assess and, as appropriate, recommend to the Chair and President changes in the committee structure of the Board;

v. periodically undertake a self-assessment of the effectiveness of the Board;

vi. take on other assignments regarding the membership, structure and operation of the Board assigned by the Chair.

The next item was the issue of **Diplomas**. Trustee Foley wished to emphasize the prior action taken by the Board that authorizes the Boston campus to issue diplomas to graduates of Boston State College as well as graduates of SMU and the University of Lowell.

It was moved, seconded and

VOTED: To re-approve the action taken by the Board of Trustees on December 3, 1997:

> To authorize the issuance of University of Massachusetts Boston diplomas to graduates of Boston State College; and, further, to approve a printing and handling fee of $25 per diploma.

Chair Karam then asked for a motion to go into **Executive Session** to discuss **Appointment with Tenure, UMASS Dartmouth**, **Award of Tenure, UMASS Lowell** and **Honorary Degrees, UMASS Amherst, Boston, Dartmouth, Lowell**. He indicated that the Board would not reconvene in open session.

Chair Karam voted for a motion as did Trustees Bissonnette, Dolan, Dubilo, Fey, Flores, Foley, Giblin, Hoff, Kraft, Mahoney, Mihos, Molnar, Naughton and O'Leary.

The time was 10:05 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

MINUTES OF THE MEETING OF THE BOARD OF TRUSTEES

Wednesday, December 2, 1998; 9:15 a.m.
Medical School Worcester Foundation
222 Maple Avenue
Shrewsbury, Massachusetts

Trustees Present: Chair Karam; Vice Chairs Haynes and Lewenberg; Trustees Berlandi, Bissonnette, Court, Dolan, Fey, Flores, Foley, Giblin, Mahoney, Mihos, Molnar, Naughton, Osterhaus and Tremblay

Trustees Absent: Trustees Bogan, Dubilo, Hoff and O'Leary

University Administration: President Bulger; Chancellors Scott, Penney, Cressy, Hogan and Lazare; University Counsel O'Malley; Vice Presidents Botman, Chmura, Julian and Lenhardt

Faculty Representatives: Professor O'Connor, UMASS Amherst; Professor Disch, UMASS Boston; Professor DiPippo, UMASS Dartmouth; Dr. Cooke, UMASS Worcester

Chair Karam convened the meeting at 9:15 a.m.

The first item on the agenda was **Consideration of the Minutes of the Previous Meeting of the Board**. Without discussion, it was moved, seconded and

VOTED: To approve the minutes of the October 7, 1998 meeting of the Board.

The next item on the agenda was the **Chair's Report**. Chair Karam first thanked Chancellor Lazare for his informative presentations at the Board dinner and breakfast.

The next item was the **Student Trustee Report**. Trustee Osterhaus first thanked the Trustees that had attended yesterday's discussion with students from the Medical School and graduate and nursing programs. She and her fellow students are appreciative of the time and effort that the Board gives to the University students.

She continued her report by announcing that the Graduate School of Biomedical Sciences and Graduate School of Nursing continue to enroll students that will become top-notch health care providers. The Medical School continues to lead the way in quality medical education. Medical students are also involved in positive activities outside the University; this past Halloween students hosted a sugar-free party for area diabetic children. Medical students continue to be active working in free clinics, giving flu shots, working in shelters and mentoring area youngsters.

The next item on the agenda was the **President's Report**. President Bulger reported on the $1 million donation to the Boston campus by Alton Brann, a graduate of that campus. He also reported on the increase in freshman enrollments led by the Dartmouth campus (7%). President Bulger congratulated the members of the University staff for their efforts in making the University a great institution.

President Bulger continued his report by announcing that the University is on solid financial ground and the investment performance has improved over the last fiscal year. Vice President Lenhardt and his office are doing an outstanding job with the University's fiscal affairs. Discussions have started concerning tuition charges for the Academic Year 2000. He also announced the enormous success in the area of Commercial Ventures and Intellectual Property (CVIP). Collective Bargaining contracts were approved by the Legislature last week.

Chair Karam then introduced the Consent Agenda. It was moved, seconded and

VOTED: To approve the following votes listed as items #a-b on the Board Consent Agenda:

a. Audit Committee – November 17, 1998

To accept the following University Audit Reports:

1. General Purpose Financial Audit (Doc. T98-115)
2. Employee Business Expense Reimbursements – Administration and Control, UMASS Amherst (doc. T98-113)
3. University Auditor's Operations Report as of October 30, 1998 (Doc. T98-114)

b. Committee of the Whole – December 1, 1998

Ancillary Services (Doc. T98-122)

Whereas, the University of Massachusetts manages and operates many services which are vital but ancillary to the basic educational, research and service mission of the University and;

Whereas, many of these ancillary services are similar to such services provided outside the University by many types of organizations;

Whereas, in consultation with all our students, faculty and staff we want to make decisions for the future which are sound;

Therefore, the University Trustees hereby request the Amherst Chancellor to explore the best method of achieving highest quality and reasonably priced "retail" ancillary goods and services that meet the needs and preferences of customers;

Such exploration shall include a detailed analysis of ways to improve existing operations, review of experiences at other institutions and solicitations of information from knowledgeable sources, potential vendors and service providers on alternative options and approaches for providing such services.

Further voted that a report detailing the results of such reviews, recommendations and a timetable for steps to improve such ancillary services shall be made available to the Trustee Ad Hoc Auxiliary Committee and the President of the University no later than May 1, 1999.

Trustee Bissonnette then gave the report of **the Committee on Academic and Student Affairs**. The first action item had been **Appointments to Named Professorships, UMASS Amherst, UMASS Worcester**.

It was moved, seconded and

VOTED: To concur with the President in the appointment of William MacKnight to the Wilmer D. Barrett Chair in Polymer Science and Engineering at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Gerald Steinberg to the Armand V. and Donald S. Feigenbaum Distinguished Professorship in Quality at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Mario Stevenson as the David J. Freelander Memorial Professor in AIDS Research at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Gary Stein to the Gerald L. Haidak, M.D. and Zelda S. Haidak Distinguished Professorship in Cell Biology at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of George B. Whitman as the George W. Booth Chair in the Basic Sciences at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Richard B. Vallee as the H. Arthur Smith Chair in Cancer Research at the University of Massachusetts Worcester. (Doc. T98-109)

Trustee Bissonnette reported that the items concerning **Tenure** would be considered in Executive Session.

Trustee Bissonnette reported that there had been two items discussed: a Report on Fall, 1998 Admissions and Enrollment and Joint Admissions Update. The Committee had agreed that issues involving enrollment and admissions would be addressed again in the near future.

The next item on the agenda was the report of the **Committee on Administration and Finance**. Trustee Fey reported on the **FY1998 Financial Report**. Ms. Wanczyk, the University Controller, had discussed the five indicators in great length. It was moved, seconded and

VOTED: To accept the FY 1998 University Financial Report, as contained in Doc. T98-116.

The next item was the **FY 1998 Treasurer's Report**. Vice President Lenhardt had reported on the University's cash flow. The Committee had agreed to continue to monitor the University's investment strategy. It was moved, seconded and

VOTED: To accept the FY 1998 Treasurer's Investment Report, as contained in Doc. T98-117.

Trustee Fey also reported that the Committee had engaged in a tuition and fee discussion for FY 2000 and that Trustee Giblin will become a Vice Chair of A&F focussing on issues related to administrative redesign.

Trustee Fey reported on the progress with Commercial Ventures and Intellectual Property (CVIP) and that the Committee had reaffirmed its commitment to support research activities.

The next item was the report of the **Audit Committee**. Trustee Naughton reported that the Audit Committee items had been voted under the Consent Agenda and that all the audit reports were found to be in order.

Trustee Mahoney gave the report of the **Development Committee** and updated the Board with the University's fundraising efforts. The Foundation will be focussing on recognizing the University's donors and making them aware of the importance of their gifts.

Under **Other Business** Chair Karam called on Trustee Giblin to discuss the **Amendment to the Officers and Committee Chairs of the Board of Trustees** and **Amendments to the By-Laws**.

Trustee Giblin reported that this is an appropriate time to include the duties of the Administrative Redesign Committee under the Committee on Administration and Finance. It was moved, seconded and

VOTED: To confirm and approve the Officers and Committee Chairs of the Board set forth in Doc. T98-066, as amended, all to serve until the next annual meeting of the Board.

And further,

VOTED: To approve the following amendment to the By-Laws of the Board of Trustees of the University of Massachusetts:

Article III, Committees of the Board, is hereby amended as follows:

Section 5, (c)

By adding section designation "(xii) administrative redesign policies and implementation."

Chair Karam then asked for a motion to go into **Executive Session** to discuss **Appointments with Tenure, UMASS Boston and UMASS Worcester and Honorary Degrees.** He indicated that the Board would not reconvene in open session.

It was moved, seconded and

VOTED: To enter Executive Session for the purpose of considering Appointments with Tenure, and Honorary Degrees.

Chair Karam voted for the motion as did Trustees Berlandi, Bissonnette, Dolan, Fey, Flores, Foley, Giblin, Haynes, Lewenberg, Mahoney, Mihos, Molnar, and Naughton.

The time was 9:40 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON BOARD AGENDA AND MEETING SCHEDULE

Wednesday, July 29 , 1998; 10:30 a.m.
Knapp Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members: Chair Karam; Trustees Berlandi and Naughton

Committee Members Absent: Trustees Bogan, Foley and Mahoney

University Administration: Vice Presidents Lenhardt and Julian; Ms. Kelly, Assistant to the President

Chair Karam convened the meeting at 10:30 a.m. and asked for suggestions regarding the current Board schedule.

Following discussion among the members of the Committee and Vice Presidents Lenhardt and Julian, the Committee decided to recommend revising the Committee/Board schedule meeting four times a year with at least one Trustee Retreat.

Board meetings would continue to meet on a specified campus; two meetings a year would include an overnight stay; the other two meetings would be a one day affairs including campus-related activities.

There will be three standing Committees and an Executive Committee. The Athletic Committee would merge with the Committee on Academic and Student Affairs; the Audit Committee would merge with the Committee on Administration and Finance; the Development Committee would merge with the Investment Committee.

It is expected that this schedule will begin in 1999 and remain in effect for one year and a half at which time the Board will reevaluate its effectiveness.

There being no further business to come before the Committee the meeting was adjourned at 11:00 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

ORIENTATION

DRAFT

REPORT OF THE AD HOC COMMITTEE ON BOARD AGENDA AND MEETING SCHEDULE
Wednesday, July 29, 1998; 10:30 a.m.

Members: Robert S. Karam, Chair; Trustees Berlandi, Bogan, Foley, Mahoney and Naughton

Members Present: Robert S. Karam, Chair; Trustees Peter J. Berlandi and John M. Naughton

PURPOSE:

The purpose of this Committee was to discuss the possibility of revising the current Committee/Board meeting structure. The Committee discussed the following format:

BOARD MEETING STRUCTURE:

- The Board of Trustees would meet four times a year with at least one full-day Retreat.

- Board meetings would continue to meet on a specified campus; two meetings a year would include the current two-day schedule including dinner and an overnight stay; the other two meetings would be a one day affair only (see attached schedule).

- A schedule of events would be planned in advance that would include campus-related activities as so desired by the members of the Board.

COMMITTEE MEETING STRUCTURE:

- There will be three standing Committees and an Executive Committee. Each meeting would be organized around a theme (see attached schedule).

- The Athletic Committee would merge with the Committee on Academic and Student Affairs. A Vice Chair for Athletics would be appointed to report on the matters related directly to athletic activities.

- A joint meeting between the Committees on Administration and Finance and Academic and Student Affairs would be held in the Spring for a Report on the Performance Measurement System and the Report on Restructuring.

DRAFT

- The Audit Committee would merge with the Committee on Administration and Finance. A Vice Chair for Audit would be appointed to report on the matters related directly to audit activities.

- The Development Committee would merge with the Investment Committee and provide quarterly reports. The Development Committee will hold a joint meeting twice a year with the UMASS Foundation Executive Committee.

- The Committee of the Whole as well as the Executive Committee would continue as needed.

The new schedule and Committee structure will begin in February/March, 1999. The remaining schedule of Committee and Board meetings for 1998 will remain as is. The new schedule and structure will remain in effect for one year and a half at which time the Board will reevaluate its effectiveness.

ORIENTATION

REPORT OF THE TRUSTEE COMMITTEE ON TRUSTEE ORIENTATION

Thursday, July 9, 1998; 3:30 p.m.

MEMBERS: Chair Giblin; Trustees Bissonnette, Fey, Flores and Mihos

MEMBERS PRESENT: Chair Giblin; Trustees Bissonnette and Fey; Vice President Chmura

ASSUMPTIONS

* Trusteeship at the University is a serious responsibility requiring substantive orientation and development.

* Orientation should not be seen as a one-time event, but as an initial event followed up by ongoing mentoring and annual development activities.

* Orientation should be of two types: orientation to the institution and orientation to the responsibilities of trusteeship.

* Trustees will be assigned to work with individual campuses and will spend additional time becoming oriented to their assigned campus.

A PROPOSED 5-PART PROGRAM

* An intensive 2-day initial orientation program

* An orientation handbook and resource materials

* Trustee mentoring

* In-depth visits to the campuses and the President's Office

* Annual retreat

ADVANCE NOTIFICATION TO TRUSTEE CANDIDATES

* Potential candidates for appointment to the Board of Trustees should be notified in advance of Trustee responsibilities, annual time commitment and requirement to participate in a substantive orientation program

#1 -- 2 DAY ORIENTATION PROGRAM

* A program designed to orient Trustees both to the institution and to their roles and responsibilities as Trustees

* To be conducted within the first three months of any new Trustee's appointment, with a grouping of new Trustees to the extent practical

* To be required of all non-Student Trustees and open to all Student Trustees

* Sample program:

<u>Day #1 (Orientation to Trusteeship)</u>

Noon Lunch with Board Chair (Overview of roles and responsibilities, organization and operation of the Board, expected roles and behavior of Trustees, media and governmental relations)

1:30 Meeting with President (Overview of University and its mission, key issues and concerns, relationship between administration and Board, policy role vs. management role)

3:00 Meeting with Chairs of CASA and A&F (Overview of two major policy areas for the Board, key issues, forms of Trustee involvement)

4:00 Meeting with assigned Trustee mentors (open discussion, Q&A with experienced Trustees)

5:00 Break

6:00 Reception and Dinner with President , Chair and Mentors, Chancellors and Vice Presidents

Day #2 (Orientation to the Institution)

9:00 Individual Meetings with Three Chancellors

Noon Luncheon Meeting with Vice Presidents

2:00 Individual Meetings with Two Chancellors

4:00 Wrap-up with Chairman of the Board and President

#2 -- ORIENTATION HANDBOOK AND RESOURCE MATERIALS

* Trustee Orientation handbook (info on the University, the Board, meetings, Trustee responsibilities, Board organization and committees, Trustee Office, etc.)

* Supplemental materials on the UMASS Foundation, Building Authority, UMASS Memorial and other related corporations

* Bios on Trustees, President, Chancellors, Vice Presidents

* Prepared Statements by the President and Chancellors on the University's/Campus's distinctive history and devilment, special achievements, current mission, future directions and key issues and concerns

* Packet of AGB materials on trusteeship (e.g., Effective Trusteeship: A Guide for Board Members of Public Colleges and Universities, 42 pages) and subscription to key periodicals (e.g, Chronicle of Higher Ed, Trusteeship)

#3 -- TRUSTEE MENTORING

* Assignment of an experienced Trustee (e.g., someone in their 2nd term) as a mentor/resource person for each new Trustee to consult with and receive advice from regarding their roles and responsibilities as a Trustee

#4 -- VISITS TO CAMPUSES/PRESIDENT'S OFFICE

* Required one-day visit to the campus to which the Trustee is assigned

* Optional visits to other campuses, as desired by the Trustees

* Optional visits to the functional areas of the President's Office, as desired

#5 -- ANNUAL RETREAT

* Required annual Board retreat with President, Chancellors and Vice Presidents, focused on a special topic defined by Board Chair and President and facilitated by an expert outside resource (e.g., as Judith McLaughlin did at May retreat)

OVERSIGHT/EVALUATION

* Oversight of the orientation process by the Nominating Committee

* Formal survey of new Trustees on the utility/effectiveness of the program

Date: Monday, 10 August 1998 9:12am
Date: Mon, 10 Aug 1998 06:11:19 -0700 (PDT)
From: rsk500@sprynet.com
Subject: Re: New Schedule
In-reply-to: <m0z4W23-0001pYC@mail.dpc.umassp.edu>
To: b.devico@umassp.edu
MIME-version: 1.0
X-Mailer: SPRY Mail Version: 04.10.06.22
Content-type: text/plain
Content-transfer-encoding: 7bit
Reply-To: rsk500@sprynet.com

hi barbara, yes please find out best place to send board info to trustee kraft. also, please set up meeting with fey, hoff, mahoney, lenhardt and jim julian to discuss issues revolving around investment and development. ask bill giblin how he wants to handle renominations. i suggest that the committee consider bogan as
vice chair for athletics and naughton as vice chair for auditing. obviously it is up to bill and his committee. please try to coordinate meeting dates with karen so that she can compare dates with umass memorial hospital. i hope that is

REPORT OF THE AD HOC COMMITTEE ON BOARD AGENDA AND MEETING SCHEDULE
Wednesday, July 29, 1998; 10:30 a.m.

Members: Robert S. Karam, Chair; Trustees Berlandi, Bogan, Foley, Mahoney and Naughton

Members Present: Robert S. Karam, Chair; Trustees Peter J. Berlandi and John M. Naughton

PURPOSE:

The purpose of this Committee was to discuss the possibility of revising the current Committee/Board meeting structure. The Committee discussed the following format:

BOARD MEETING STRUCTURE:

- The Board of Trustees would meet four times a year with at least one full-day Retreat.

- Board meetings would continue to meet on a specified campus; two meetings a year would include the current two-day schedule including dinner and an overnight stay; the other two meetings would be a one day affair only (see attached schedule).

- A schedule of events would be planned in advance that would include campus-related activities as so desired by the members of the Board.

COMMITTEE MEETING STRUCTURE:

- There will be three standing Committees and an Executive Committee. Each meeting would be organized around a theme (see attached schedule).

- The Athletic Committee would merge with the Committee on Academic and Student Affairs. A Vice Chair for Athletics would be appointed to report on the matters related directly to athletic activities.

- A joint meeting between the Committees on Administration and Finance and Academic and Student Affairs would be held in the Spring for a Report on the Performance Measurement System and the Report on Restructuring.

- The Audit Committee would merge with the Committee on Administration and Finance. A Vice Chair for Audit would be appointed to report on the matters related directly to audit activities.

- The Development Committee would merge with the Investment Committee and provide quarterly reports. The Development Committee will hold a joint meeting twice a year with the UMASS Foundation Executive Committee.

- The Committee of the Whole as well as the Executive Committee would continue as needed.

The new schedule and Committee structure will begin in February/March, 1999. The remaining schedule of Committee and Board meetings for 1998 will remain as is. The new schedule and structure will remain in effect for one year and a half at which time the Board will reevaluate its effectiveness.

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON BOARD ORIENTATION

Thursday, July 9 , 1998; 3:30 p.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members: Chair Giblin; Trustees Bissonnette and Fey

Committee Members Absent: Trustees Flores and Mihos

University Administration: Vice President Chmura

Chair Giblin convened the meeting at 3:45 p.m. and asked for suggestions regarding the best way to educate incoming Trustees.

There was a discussion among the Trustees about the need to inform potential Trustees the serious responsibility they will be undertaking and that there is serious time commitment involved to be an active Board member.

It was agreed that there should be two parts of Trustee Orientation: orientation to the institution itself and an orientation on responsibilities. It was also suggested that pending the outcome of the Ad Hoc Committee on Committee Assignments, incoming Trustees would be oriented to individual campuses as part of their campus assignment.

Other suggestions included:

- a two day orientation program in the President's Office with the Chair of the Board, President, Chancellors, Vice Presidents which should take place three months after appointment;
- continue to provide the orientation handbook (which includes information on the Board's responsibilities, their bio's, minutes, etc.) with additional information from the Association of Governing Boards;
- an annual Retreat to follow-up
- a Trustee mentoring program: have a new Board member assigned to a Trustee who has served on the Board a number of years and would be able to answer questions.

It was also suggested that incoming Student Trustees be included in the Trustee orientation process.

Chair Giblin then asked Vice President Chmura to draft a report including the Committee's suggestions for his review. Following the Committee's review the report would be submitted to the next meeting of the Committee of the Whole for their approval.

There being no further business to come before the Committee the meeting was adjourned at 4:50 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

DRAFT

REPORT OF THE TRUSTEE COMMITTEE ON TRUSTEE ORIENTATION

Thursday, July 9, 1998; 3:30 p.m.

MEMBERS: Chair Giblin; Trustees Bissonnette, Fey, Flores and Mihos

MEMBERS PRESENT: Chair Giblin; Trustees Bissonnette and Fey; Vice President Chmura

ASSUMPTIONS

* Trusteeship at the University is a serious responsibility requiring substantive orientation and development.

* Orientation should not be seen as a one-time event, but as an initial event followed up by ongoing mentoring and annual development activities.

* Orientation should be of two types: orientation to the institution and orientation to the responsibilities of trusteeship.

* Trustees will be assigned to work with individual campuses and will spend additional time becoming oriented to their assigned campus.

A PROPOSED 5-PART PROGRAM

* An intensive 2-day initial orientation program

* An orientation handbook and resource materials

* Trustee mentoring

* In-depth visits to the campuses and the President's Office

* Annual retreat

ADVANCE NOTIFICATION TO TRUSTEE CANDIDATES

* Potential candidates for appointment to the Board of Trustees should be notified in advance of Trustee responsibilities, annual time commitment and requirement to participate in a substantive orientation program

DRAFT

#1 -- 2 DAY ORIENTATION PROGRAM

* A program designed to orient Trustees both to the institution and to their roles and responsibilities as Trustees

* To be conducted within the first three months of any new Trustee's appointment, with a grouping of new Trustees to the extent practical

* To be required of all non-Student Trustees and open to all Student Trustees

* Sample program:

<u>Day #1 (Orientation to Trusteeship)</u>

Noon Lunch with Board Chair (Overview of roles and responsibilities, organization and operation of the Board, expected roles and behavior of Trustees, media and governmental relations)

1:30 Meeting with President (Overview of University and its mission, key issues and concerns, relationship between administration and Board, policy role vs. management role)

3:00 Meeting with Chairs of CASA and A&F (Overview of two major policy areas for the Board, key issues, forms of Trustee involvement)

4:00 Meeting with assigned Trustee mentors (open discussion, Q&A with experienced Trustees)

5:00 Break

6:00 Reception and Dinner with President , Chair and Mentors, Chancellors and Vice Presidents

Day #2 (Orientation to the Institution)

9:00 Individual Meetings with Three Chancellors

Noon Luncheon Meeting with Vice Presidents

2:00 Individual Meetings with Two Chancellors

4:00 Wrap-up with Chairman of the Board and President

DRAFT

#2 -- ORIENTATION HANDBOOK AND RESOURCE MATERIALS

* Trustee Orientation handbook (info on the University, the Board, meetings, Trustee responsibilities, Board organization and committees, Trustee Office, etc.)

* Supplemental materials on the UMASS Foundation, Building Authority, UMASS Memorial and other related corporations

* Bios on Trustees, President, Chancellors, Vice Presidents

* Prepared Statements by the President and Chancellors on the University's/Campus's distinctive history and devilment, special achievements, current mission, future directions and key issues and concerns

* Packet of AGB materials on trusteeship (e.g., Effective Trusteeship: A Guide for Board Members of Public Colleges and Universities, 42 pages) and subscription to key periodicals (e.g, Chronicle of Higher Ed, Trusteeship)

#3 -- TRUSTEE MENTORING

* Assignment of an experienced Trustee (e.g., someone in their 2nd term) as a mentor/resource person for each new Trustee to consult with and receive advice from regarding their roles and responsibilities as a Trustee

#4 -- VISITS TO CAMPUSES/PRESIDENT'S OFFICE

* Required one-day visit to the campus to which the Trustee is assigned

* Optional visits to other campuses, as desired by the Trustees

* Optional visits to the functional areas of the President's Office, as desired

#5 -- ANNUAL RETREAT

* Required annual Board retreat with President, Chancellors and Vice Presidents, focused on a special topic defined by Board Chair and President and facilitated by an expert outside resource (e.g., as Judith McLaughlin did at May retreat)

OVERSIGHT/EVALUATION

* Oversight of the orientation process by the Nominating Committee

* Formal survey of new Trustees on the utility/effectiveness of the program

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Tuesday, January 27, 1998; 10:00 a.m.
One Beacon Street, 26th Floor
Board Room
Boston, Massachusetts

Committee Members Present: Chair Bissonnette; Vice Chair Naughton; Trustees Carpenter, Dubilo, Giblin, Karam, Kraft, and Osterhaus

Committee Members Absent: Trustees Flores and Foley

Other Trustees: Trustee Tirrell

University Administration: President Bulger; Vice President and General Counsel Kirby; Vice President Botman; Ms. Layton, Associate Vice President; Chancellors Scott, Penney, Hogan and Lazare; Provosts Marrett, Glynn, Taggie and Wagner; Associate Provost Aiken; Vice Chancellors Robinson, Hackney and Cohen

Faculty Representatives: Professors O'Connor, Disch and Phelan

Chair Bissonnette convened the meeting at 10:10 a.m. She introduced the first item of the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was then moved, seconded and

VOTED: To approve the minutes of the November 18, 1997 meeting of the Committee.

President Bulger first congratulated the Graduate School of Nursing on the Worcester campus for having successfully completed a reaccreditation process for the master's programs in Nursing. The School of Nursing received laudatory reviews by the external committee and will not have another scheduled visit until 2005.

President Bulger then mentioned the two scientists from the Amherst campus, Dr. James Robl and Dr. Steven Stice, and their pathbreaking work creating two calves combining cloning and genetic engineering, with potential benefits for medicine, biotechnology and agriculture.

President Bulger then highlighted the agenda items being presented today, including enrollment management, which will play a major role setting the strategic goals of the campuses. He also commented on the Commonwealth Honors College, which is expected to benefit the University and all of public higher education.

President Bulger reported on the recent Trustee Retreat, which focused on tenure issues such as the history, process and different levels of review involved.

Vice President Botman then announced that Steve O'Riordan in the Academic Affairs Department has recently been appointed Acting Budget Director. She acknowledged Steve's important contributions to the Academic Affairs Department and thanked him for his dedication.

Vice President Botman then announced the joint meeting of the Committees on Academic and Student Affairs and Administration and Finance scheduled in March, where there will be a report on the annual performance indicators. At that time there will also be a report on the Academic Quality Assessment Development Criteria and Indicators.

She also announced Chair Karam's and President Bulger's interest in devoting more attention to the area of student affairs and that a Committee of the Whole meeting will be dedicated to a student affairs presentation.

The next item on the agenda for action was **Appointments to Named Professorships, UMASS Amherst**. Provost Marrett reported that these recommendations are based on each candidates' outstanding academic distinction. Chair Karam suggested the campus find an appropriate forum in which to bestow such honors. Chancellor Scott reported that such appointments are recognized at the campus level. Vice President Botman suggested a more public approach be looked into.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To concur with the President in the appointment of Stephen Malkin as Distinguished Professor at the University of Massachusetts Amherst.

And further,

To concur with the President in the appointment of Howard J. Wiarda to the Leonard J. Horowitz Professorship in Latin American Politics and Studies at the University of Massachusetts Amherst.

Chair Bissonnette then reported the **Appointment with Tenure from Worcester** would be discussed in Executive Session following the regular business of the meeting.

Vice President Botman introduced the next item, **Admissions and Enrollment Targets and Goals for Fall, 1998**. This is the second annual presentation by the campuses which will describe the admissions targets set by each campus. The Chancellors will also address the reasons why some Fall, 1997 targets may not have been achieved.

Associate Vice President Layton then provided a brief overview of the current context for goal setting and turned to the Chancellors for their presentations. (Campus reports available as Doc. T98-010)

The next item for discussion was the **Commonwealth Honors College**. Associate Provost Norm Aiken reported the Honors College is a freestanding college of distinction on the Amherst campus which will provide an exceptional honors-level educational opportunity to talented Massachusetts high school graduates and transfer students.

Due to lateness of the hour the next item **Orientation to Student Affairs** was postponed.

Chair Bissonnette then announced the Committee would enter executive session to discuss an **Appointment with Tenure, UMASS Worcester**. The time was 12:10 p.m. She stated that the Committee would not reconvene in open session.

It was moved, seconded and

VOTED: To enter into Executive Session for the purpose of considering an Appointment with Tenure, UMASS Worcester.

Trustees Dubilo, Kraft and Osterhaus voted for the motion as did Chair Bissonnette.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Friday, March 27, 1998; 10:00 a.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Bissonnette; Vice Chair Naughton; Trustees Carpenter, Kraft, Murray and Tremblay

Committee Members Absent: Trustees Dubilo, Flores, Foley, Giblin and Osterhaus

University Administration: President Bulger; Attorney Haskell; Vice President Botman; Ms. Layton, Associate Vice President; Chancellors Scott, Cressy and Lazare; Provosts Marrett, Glynn, and Wagner; Associate Provost Rahmeier; Vice Chancellors Robinson, Hackney, Robinson and Cohen; Mai-Lan Rogoff, Associate Dean of Student Affairs

Faculty Representatives: Professor O'Connor, UMASS Amherst, Professor Disch, UMASS Boston and Professor Phelan, UMASS Lowell

Chair Bissonnette convened the meeting at 10:07 a.m. and introduced the first item on the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was moved, seconded and

VOTED: To approve the minutes of the January 27, 1998 meeting of the Committee.

President Bulger then reviewed the agenda with the Committee and pointed out the significance of the work of the Student Affairs Officers who have been asked to speak today on issues involving student orientation. He concluded his remarks by having the Committee view a 30 second advertisement featuring the University and some of its well-known graduates. The ad will run for six weeks in the Boston, Springfield and Providence television markets. He also announced his intention to host a meeting of all campus communications officers in the near future to build on these ads.

Chair Bissonnette then announced the Committee would enter executive session to discuss **Awards with Tenure, UMASS Amherst, Boston and Worcester**. The time was 10:15 a.m. She stated that the Committee would reconvene in open session.

It was moved, seconded and

VOTED: To enter into Executive Session for the purpose of considering Awards with Tenure, UMASS Amherst, Boston and Worcester.

Trustees Naughton, and Kraft voted for the motion as did Chair Bissonnette.

At 10:17 the Committee reconvened in open session.

The next item on the agenda was **Authority for Academic Personnel Actions**. Chancellor Lazare reported the need to solve the short term issues that may be created by the upcoming UMass Memorial Merger. To ensure that no existing policy causes the University to default on its obligations to the new merged entity, this vote will authorize the Chancellor to take any needed academic personnel actions (other than the award of tenure) until such time as the relevant policies can be fully revised.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

WHEREAS, the University of Massachusetts Teaching Hospital and Group Practice are combining with Memorial Health Care, Inc. to form UMass Memorial Health Care, Inc.;

WHEREAS, such transaction will require revisions to the University of Massachusetts Worcester campus Academic Personnel Policy and such other policies that govern academic personnel policies and procedures to reflect changes in personnel structure;

WHEREAS, the University wants to assure that faculty have ample opportunity to initiate and review such revisions and to exercise its primary responsibility in matters of faculty status, and further wishes to provide stability, continuity, and uninterruption in academic personnel actions during the post merger transition period until policy revisions have been approved by the Board of Trustees:

NOW THEREFORE, BE IT RESOLVED THAT:

The President of the University of Massachusetts and the Chancellor of the Worcester campus are hereby authorized by the Trustees to take any and all necessary academic personnel actions with the exception of the award of tenure from the closing of the combination of the University's clinical operations with Memorial Health Care until the revisions to the Worcester Campus Academic Personnel Policy and such other policies that govern academic personnel policies and procedures related to the transaction between the University and Memorial have been approved by the Board of Trustees.

The next item was an **Orientation to Student Affairs**. Vice President Botman began the discussion by reporting that Student Affairs is an administrative division organized according to the needs and structure of each campus. She then introduced Vice Chancellor Thomas Robinson from Amherst, Vice Chancellor Jan Robinson from Boston, Vice Chancellor Diana Hackney from Dartmouth, Associate Provost Paul Rahmeier from Lowell and Mai-Lan Rogoff, Associate Dean of Student Affairs. Each campus representative gave a brief synopsis of campus distinctions and what each student affairs office is involved in.

Trustee Murray from the Boston campus lauded the top rate job done by Vice Chancellors Robinson and Applebee in the area of student affairs at UMASS Boston.

Chancellor Cressy commended Vice Chancellor Hackney for her work with student affairs and reiterated his desire to continue to address the problem of alcohol on campus.

The next item was Academic Quality Assessment and Development. Vice President Botman explained to the Committee that this is a component of the University's Performance Measurement System and will ensure that campuses have a procedure for measuring the University's objective to ensure high quality of academic programs and services.

The Academic Quality Assessment and Development Guidelines were developed by a Task Force chaired by Vice President Botman with academic administrators and department/program heads or faculty members from each of the undergraduate campuses. Campuses will have until December 30, 1998 to establish procedures for implementing these guideline which will then be reviewed and approved by the President.

Vice President Botman reviewed the guidelines and the processes by which each program will be reviewed on a regular cycle.

Vice President Botman then announced that the University will be hosting a technology conference on April 16 in Boxboro, Massachusetts.

There being no further business to come before the Committee the meeting was adjourned at 11:45 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Friday, May 22 , 1998; 11:00 a.m.
Board Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee and Committee Staff: Chair Bissonnette; Trustees Carpenter, Dubilo, Giblin, Karam, Murray and Osterhaus

Committee Members Absent: Trustees Flores, Foley, Kraft, Naughton and Tremblay

University Administration: President Bulger; Interim General Counsel O'Malley; Vice Presidents Botman and Chmura; Chancellors Cressy, Hogan, Lazare and Penney; Deputy Chancellor Williams; Vice Chancellors Applebee, Cohen, Robinson and Scheid; Provosts Glynn and Wagner; Ms. Layton, Associate Vice President; Ms. Harrington, Senior Associate for Academic Affairs; Dr. McCauley, Guggenheim Fellow; Provost-elect Lyons, UMASS Boston; Professor Cunningham, UMASS Amherst

Faculty Representatives: Professors O'Connor, UMASS Amherst and Disch, UMASS Boston

Chair Bissonnette convened the meeting at 11:07 a.m. and asked President Bulger to give opening remarks.

President Bulger reported that Dr. Bernard Harleston from the Boston campus received an honorary degree from Tufts University, and former Trustee Ogretta McNeil received an Honorary Degree from Clark University. Dr. Cora Marrett, Provost, UMASS Amherst and Dr. Lynn Margulis from Amherst were elected as members of the American Academy of Arts and Sciences.

President Bulger then introduced Dr. McCauley from the Boston campus, recently appointed as Guggenheim Fellow. He reported on the success of this year's University Scholars Program. This year there are 149 awardees who will be honored at a reception on June 9 at the State House. One hundred and twelve students will enroll at the Amherst campus, 6 at Boston, 16 at Dartmouth and 15 at Lowell.

He also reported on the May 18th University sponsored conference with thirty-two innovative emerging biotechnology companies from Israel, Ireland and Northern Ireland.

President Bulger noted that enrollment figures are continuing to rise. He then acknowledged Provost Glynn from the Boston campus who has recently accepted the position of acting President of John Carroll University. Richard Lyons has recently been selected as Provost at the Boston campus.

He also reported on the success of the Gerontology Commencement at UMASS Boston.

Chancellor Cressy reported that since the recent UMASS promotional ads, the yield rate has been expanding and the quality of the students applying has gone up.

Vice President Botman then reported on recent Academic Affairs projects. A system-wide task force on Marine Sciences has been formed to produce an inventory of marine science-related activities in the University and to plan a fall conference on the Impact of the University on Coastal Policy in the Commonwealth.

Vice President Botman also reported that she had met with the Chairs of the Task Forces on General Education from across the system. The group discussed the acceptance of a revised general education curriculum on every campus, the incorporation of outcomes assessment in new general education courses, and the role student affairs personnel can play in the implementation for the new courses.

Vice President Botman informed the Committee that a group of faculty and administrators involved in world language instruction across the system had met to discuss ways technology can assist the learning process. The group wants to assess the University's capability and the faculty's willingness to offer a range of language courses across the University system through distance education.

Vice President Botman also mentioned the "next steps" in the continuing and corporate education project and participation in a national project to support state-mandated K-12 education reform. Finally, there have been discussions with members of the President's Office and with constituencies on the campus about new ways of assessing and identifying student learning outcomes. This will be a long-term process.

Chair Bissonnette thanked Vice President Botman and her staff for the work being done in the Academic Affairs areas. She stressed the importance of assessment.

Chair Bissonnette inquired about the time frame for the general education curriculum. Vice President Botman replied that the Dartmouth campus will start courses in September; and Boston will have a pilot program in September; Amherst and Lowell are a year away. Trustee Giblin reiterated the need for the Board members to have a greater understanding about this project.

The first item of the agenda, Consideration of Minutes of the Prior Meeting of the Committee.

It was then moved, seconded and

VOTED: To approve the minutes of March 27, 1998 meeting of the Committee.

The next item on the agenda was Constitution of the Student Government Association, University of Massachusetts Boston. Vice Chancellor Robinson reported on the steps that led up to the campus presenting the Constitution to the Board. The Constitution is a result of hard work and close collaboration by members of the campus administration and students both inside and outside of the governance structure.

Trustee Murray reported that this Constitution holds the best interests of the students and that student government on the Boston campus is back in business. Chair Karam then thanked Trustee Murray for his insightful service on the Board working with both members of management and the student body.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To approve the Constitution of the Student Government Association, University of Massachusetts Boston, as contained in Doc. T98-059. Further, to rescind the Constitution of the Student Senate in Doc. T84-118.

The next item on the agenda was Appointment as Distinguished Professor, University of Massachusetts Amherst. Professor Cunningham addressed the appointment of Professor Donald F. Towsley, noting his reputation as a world-renowned scientist in the key field of computer science, with a proven track record of pioneering contributions, outstanding intellectual achievement, and leadership in the field.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To concur with the President in the appointment of Donald F. Towsley as Distinguished Professor at the University of Massachusetts Amherst.

The next item on the agenda was Undergraduate Financial Aid Policy. Vice President Botman reported that this policy was developed in consultation with campus financial aid directors, enrollment managers, Vice Chancellors for Student Affairs and Provosts. It reaffirms the principle of need-blind admissions for an institution committed to access.

It was moved and seconded.

VOTED: To recommend that the Board take the following action:

To adopt the Policy on Undergraduate Financial Aid as contained in Doc. T98-050.

The next item on the agenda was Elizabeth Anne McCauley, Guggenheim Fellow. Vice President Botman introduced Dr. McCauley, Professor of Art at the Boston campus who has just received the Guggenheim Fellowship, one of the nation's most prestigious academic awards. Dr. McCauley then spoke about her fellowship researching the influence of photography on the development of art history.

The next item on the agenda was Briefing on the Massachusetts Strategic Envirotechnology Partnership (STEP). Vice President Chmura reported that during the past year STEP has provided assistance to almost 100 Massachusetts companies and has been cited by the Massachusetts High Tech newspaper for its "High Tech All-Star Award" in environmental technology.

Following the STEP presentation, Vice President Chmura introduced Mr. William Brah from the Environmental Business Technology Center on the Boston campus. He and his colleagues have been working to foster innovative environmental and energy technology in Massachusetts.

Chancellor Cressy then informed the Committee about his plans to travel to Portugal with President Bulger next week to support the growth of the Portuguese Studies Program.

Chair Bissonnette then announced the Committee would enter Executive Session to discuss Appointment with Tenure, University of Massachusetts Worcester and Awards of Tenure,

University of Massachusetts Amherst, Boston, Worcester. She indicated that the Committee would not reconvene in open session.

It was then moved, seconded and

VOTED: To enter into Executive Session for the purpose of considering Appointment with Tenure, University of Massachusetts Worcester and Awards of Tenure, University of Massachusetts Amherst, Boston, Worcester.

Trustees Carpenter, Dubilo, Giblin, Naughton and Osterhaus voted for the motion as did Chair Bissonnette. The time was 12:10 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Tuesday, August 4, 1998; 2:30 p.m.
Room 114
Durgin Hall - South Campus
University of Massachusetts
Lowell, Massachusetts

Committee and Committee Staff: Chair Bissonnette; Vice Chair Naughton; Trustees Court, Dolan, Dubilo, Giblin, Karam, Kraft, Molnar, Osterhaus and Tremblay

Committee Members Absent: Trustees Flores and Foley

University Administration: President Bulger; Interim General Counsel O'Malley; Vice President Botman; Chancellors Scott, Penney, Cressy, Hogan and Lazare; Provost Marrett, Lyons, Taggie and Wagner

Faculty Representatives: Professors Disch, DiPippo and Phelan

Chair Bissonnette convened the meeting at 2:35 p.m. and introduced the first item of the agenda, Consideration of Minutes of the Prior Meeting of the Committee.

It was then moved, seconded and

VOTED: To approve the minutes of the May 22, 1998 meeting of the Committee.

Following President Bulger's remarks, Trustee Bissonnette reported on a recommendation sent by her and Vice President Botman to the Ad Hoc Committee on the Board Agenda and Schedule (Restructuring) regarding the charge to the Committee on Academic and Student Affairs. The role of the Committee is to ensure that the fundamental mission of the University is attainment of educational excellence. The evaluation process involved a review of the work of CASA over the last three years which led to the idea that a new perspective on how CASA functions be discussed. Continued discussion on this subject is welcomed.

The next item on the agenda was Appointments of Professor Anna Nagurney as the John F. Smith Professor of Operations Management, UMASS Amherst. Provost Marrett reported on the outstanding credentials Dr. Nagurney brings to the Professorship. It was moved, seconded and

VOTED: To recommend that the Board take the following action:

> To concur with the President in the appointment of Anna Nagurney as the John F. Smith Professor of Operations Management at the University of Massachusetts Amherst.

Vice President Botman then introduced the newest member of the Academic Affairs Department, Kelli Armstrong, Director of Institutional Research.

The next item on the agenda was **Approval of the Establishment of the Constantine Gilgut Professorship in Plant Biology and the Appointment of Professor Peter Hepler as the First Gilgut Professor, UMASS Amherst**. Provost Marrett reported that the Gilgut Professorship is an endowed professorship established to honor nearly fifty years of teaching, research and outreach by retired Professor Constantine Gilgut which will be funded by a major donation of $1.0 million from Dr. Gilgut's family.

The first Professor, Dr. Peter Hepler is a Professor of Biology who also serves as the program director and is a plant scientist of distinction.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

> To establish an endowed professorship in plant biology at the University of Massachusetts Amherst to be known as the Constantine Gilgut Professorship in Plant Biology, as set forth in the Fund Agreement dated April 4, 1998 between Patricia and Weldon Johnson, the University of Massachusetts and the University of Massachusetts Foundation, Inc. (Doc. T98-088); and further, to appoint Professor Peter Hepler, Director of the Plant Biology Program, as the first Gilgut Professor.

Chair Bissonnette then announced the Committee would enter **Executive Session** to discuss a **Transfer of Tenure, UMASS Amherst**, **Appointment with Tenure, UMASS Boston** and **Awards of Tenure, UMASS Amherst, Boston, Dartmouth, Lowell**. She indicated that the Committee would not reconvene in open session.

It was moved and seconded.

VOTED: To enter into Executive Session for the purpose of considering a Transfer of Tenure, UMASS Amherst, Appointment with Tenure, UMASS Boston and Awards of Tenure, UMASS Amherst, Boston, Dartmouth, Lowell.

Trustees Dolan, Dubilo, Karam, Kraft, Molnar and Naughton voted for the motion as did Chair Bissonnette. The time was 2:45 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Tuesday, September 29, 1998; 10:00 a.m.
Board Room
One Beacon Street - 26th Floor
University of Massachusetts
Boston, Massachusetts

Committee Members Present: Vice Chair Naughton; Trustees Dolan, Giblin, Kraft and Molnar

Committee Members Absent: Chair Bissonnette; Trustees Court, Flores, Foley, Osterhaus and Tremblay

University Administration: President Bulger; Interim University Counsel O'Malley; Vice Presidents Botman and Chmura; Ms. Layton, Associate Vice President; Ms. Harrington, Senior Associate for Academic Affairs; Ms. Armstrong, Director of Institutional Research; Chancellors Scott, Penney, and Hogan; Provosts Marrett, Lyons, Taggie and Wagner; Deputy Chancellor Stanton; Vice Chancellor Bresnick

Faculty Representatives: Professors Disch and Phelan

Deans of Education: Bailey Jackson, UMASS Amherst; Richard Clark, UMASS Boston; Judy Schaaf, UMASS Dartmouth; Don Pierson, UMASS Lowell

Vice Chair Naughton convened the meeting at 10:10 a.m. and introduced the first item on the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was moved, seconded and

VOTED: To approve the minutes of the August 4, 1998 meeting of the Committee.

Vice Chair Naughton first introduced President Bulger who offered remarks about today's agenda. President Bulger commented on the success of the recent Fundraising Gala where Amherst campus alumnus Rick Pitino was awarded the President's Medal. During that same day several faculty members visited high schools across the State stressing to students the "Power of Learning."

President Bulger reported on the first meeting of the President's Council on Outreach, a system-wide group which will provide leadership in the area of Outreach and help with cross-campus collaboration while offering ideas for new kinds of activities.

President Bulger continued his report by commenting that many worthy proposals for the President's Reserve Fund were received that focused on general education, libraries and other priorities. He also expressed the importance of today's discussion regarding the Massachusetts Teacher Test and welcomed suggestions from the Trustees to help with the future decisions in this area.

Vice President Botman then reported on student outcome assessment projects. Recently, the Academic Affairs Department attended a workshop on student outcome assessment sponsored by the New England Association of Schools and Colleges. The administration, with the campuses, will continue to assess and improve the core academic mission of the University. There is an agreement that the University must sharpen its goals and objectives in general education and employ better measurement instruments that will ensure that the University's goals are being met.

Vice Chancellor Bresnick was then asked to address the first item on the Consent Agenda, **Policy for Responding to Allegations of Scientific Misconduct and Whistleblower's Bill of Rights, UMASS Worcester**. This updated policy is modeled on guidelines that regulate scientific misconduct promoted by the Department of Health and Human Services. The new policy has been approved by the Scientific Council, Chancellor Lazare and the General Counsel and provides a more orderly process for investigating any potential allegations of misconduct.

Trustee Giblin inquired about similar policies on the other campuses. Currently, the Amherst campus has such a policy in place.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To adopt the Policy for Responding to Allegations of Scientific Misconduct and the Whistleblower's Bill of Rights as contained in Doc. T98-093.

Further, to rescind the Scientific Misconduct Policy in Doc. T91-008.

The next item on the agenda was the **Appointment of Ronald K. Hambleton as Distinguished Professor at the University of Massachusetts Amherst**. Provost Marrett reported on Dr. Hambleton's outstanding qualifications.

It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To concur with the President in the appointment of Ronald K. Hambleton as Distinguished Professor at the University of Massachusetts Amherst.

The second and third action items concerned tenure and would be considered in Executive Session following regular business.

The first item for discussion was the **Massachusetts Teacher Test**. Following introductions by the Deans of Education, (Judy Schaaf, UMASS Dartmouth; Don Pierson, UMASS Lowell, Bailey Jackson, UMASS Amherst and Richard Clark, UMASS Boston), Vice President Botman began the presentation. Vice President Botman also recognized Ms. Kelli Armstrong for her work with the writing and researching of this subject.

Vice President Botman first reported on the three types of Certification in Massachusetts: Provisional Certification, Provisional Certification with Advanced Standing and Standard Certification. Associate Vice President Layton then reported on the Educator Certification Programs at the University of Massachusetts, and the Admission and Graduation Standards for Fall of 1997 for the Amherst, Boston, Dartmouth and Lowell campuses.

Other information reported included the following:

- there were 501 graduates from the University in 1997-1998 from the TCP including undergraduates and graduates;
- information about the tests;
- overall pass rates for the University's institutions in 1998;
- literacy pass rates including the four campuses and the state average;
- subject test pass rates.

Ms. Harrington continued the report by analyzing the results and possible steps for the future which include:

- higher admissions standards for programs;
- higher graduation standards for programs;
- decertification of programs if fewer than specified percentage of student pass test; elimination of undergraduate education programs;
- request a five-year program or Masters';
- incentives to attract better students.

Ms. Harrington also reported on specific steps by the UMASS campuses including the revision of admissions standards, phasing out undergraduate certification programs at Lowell, requiring students to pass portions of the test during the program and increasing recruitment and incentives for underrepresented groups.

A discussion followed between members of the Committee and the Deans on how the University should proceed. Vice Chair Naughton inquired about the time frame for implementation of these recommendations. Vice President Botman responded by informing the Committee that this issue would be revisited in six months time; Vice Chair Naughton requested an update before that time if possible.

Due to the lateness of the hour, the **Briefing on the Office of Commercial Ventures and Intellectual Property (CVIP)** was postponed until the next meeting.

Vice Chair Naughton then announced the Committee would enter **Executive Session** to consider an **Appointment with Tenure, UMASS Dartmouth** and an **Award of Tenure, UMASS Lowell**. He indicated that the Committee would not reconvene in open session.

It was moved and seconded.

VOTED: To enter into Executive Session for the purpose of considering an Appointment with Tenure, UMASS Dartmouth and an Award of Tenure, UMASS Lowell.

Trustees Dolan, Giblin, Molnar as well as Vice Chair Naughton voted for the motion. The time was 11:35 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

Tuesday, November 17, 1998; 10:00 a.m.
Board Room
One Beacon Street - 26th Floor
University of Massachusetts
Boston, Massachusetts

Committee Members Present: Chair Bissonnette; Vice Chair Naughton; Trustees Court, Dolan, Giblin, Karam, Osterhaus and Tremblay

Committee Members Absent: Trustees Flores, Foley, Kraft and Molnar

University Administration: University Counsel O'Malley; Vice Presidents Botman and Chmura; Ms. Layton, Associate Vice President; Ms. Harrington, Senior Associate for Academic Affairs; Ms. Armstrong, Director of Institutional Research; Chancellors Scott, Penney, Cressy and Lazare; Provosts Marrett, Lyons, and Wagner; Ms. Scheid, Vice Chancellor for Faculty Affairs

Faculty Representatives: Professors O'Connor, Disch and Phelan

Chair Bissonnette convened the meeting at 10:05 a.m. and introduced the first item on the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was moved, seconded and

VOTED: To approve the minutes of the September 29, 1998 meeting of the Committee.

In President Bulger's absence, Vice President Botman gave a brief overview of the items on the agenda. She first commended the campus enrollment managers for their efforts, which have resulted in positive results. Ms. Armstrong, Director of Institutional Research, is working with the enrollment managers in coordinating professional development workshops for admissions directors and financial aid officers to aid with campus collaboration in these areas.

Vice President Botman spoke about the recent article in the Boston Globe concerning the University's admission practices which reported that two of the campuses were not in compliance with the 15% cap on special admissions. That report proved to be inaccurate; the Board of Higher education had prematurely released the auditor's report to the Globe before the campuses had an opportunity to review the report and correct the inaccuracies. She noted that Chairman Carlin would address the Board of Higher Education on this matter.

Vice President Botman reported that the Post-Tenure Review process is being actively discussed on the campuses and is confident that they are making significant progress with this issue.

Currently, there are Provost searches taking place on the Boston and Dartmouth campuses. Provost Lyons from Boston will be retiring at the end of the year and Provost Taggie will be returning to the faculty at the end of the year. Vice President Botman thanked them both for their work as Provosts. Vice President Botman reported that President Bulger has asked her to sit on the search committees for these positions. She expects to report back to the Committee the results of these searches in the spring.

Chair Bissonnette introduced the first action item, **Appointments to Named Professorships, UMASS Amherst, UMASS Worcester**. It was moved, seconded and

VOTED: To recommend that the Board take the following action:

To concur with the President in the appointment of William MacKnight to the Wilmer D. Barrett Chair in Polymer Science and Engineering at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Gerald Steinberg to the Armand V. and Donald S. Feigenbaum Distinguished Professorship in Quality at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Mario Stevenson as the David J. Freelander Memorial Professor in AIDS Research at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Gary Stein to the Gerald L. Haidak, M.D. and Zelda S. Haidak Distinguished Professorship in Cell Biology at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of George B. Whitman as the George W. Booth Chair in the Basic Sciences at the University of Massachusetts Worcester.

And further, To concur with the President in the appointment of Richard B. Vallee as the H. Arthur Smith Chair in Cancer Research at the University of Massachusetts Worcester. (Doc. T98-109)

The next item for discussion was **an Update on Commercial Ventures and Intellectual Property (CVIP)**. Vice President Chmura first thanked Julie Kenny for her work compiling this information and Paul Stern in the General Counsel's office for his input.

Vice President Chmura gave a brief history of CVIP, which began in 1995. Its purpose is to facilitate in a professional and business-like manner, the commercialization of intellectual property developed by faculty members at the University. Licensing of patented technologies offers the potential for generating substantial funds for the University and its researchers.

The CVIP office was established at Worcester and expanded to the Amherst and Lowell campuses in 1996, with another individual assigned to the Boston and Dartmouth campuses. In 1996, President Bulger submitted to the Board for approval, new policies for intellectual property, conflicts of interest and outside faculty activities. Since these actions, the University's track record on inventions, patents, licenses, license revenues, etc. has been greatly enhanced. A year-end report on CVIP activities is attached in the supporting materials.

There is a system-wide CVIP Advisory Committee in place that monitors and provides guidance to the overall CVIP initiative, and a system-wide Conflicts of Interest Committee which handles conflicts issues.

In the future, the Research Corporation may offer the University a more effective way for handling some of its commercial and industrially oriented activities. The data currently shows that dramatic progress has been made since the creation of CVIP and will continue its success in the future.

Chancellor Lazare then expressed his thoughts on the success of CVIP and commended Joseph McGuirl who coordinates the CVIP efforts for his dedication and his negotiating skills.

Provost Marrett then discussed CVIP efforts on the Amherst campus offered that there is interest in determining means of measuring success in addition to the amount of income generated.

Chair Karam commended the CVIP program and stressed the need, in the very near future, to resolve concerns of industrial and intellectual property commercialization.

A discussion followed regarding the need to strike a balance in terms of accommodating the needs and interests of faculty and to examine common interests and concerns.

Chair Bissonnette asked that this subject return to the Committee for further consideration.

The next item was a **Report on Fall 1998 Admissions and Enrollment**. Associate Vice President Layton thanked Kelli Armstrong for her work on this report. Ms. Layton then began her report by noting that this year has been a strong one for admissions at the University and that high school GPA's and average SAT's are up on all four of the campuses. Some of the highlights included:

*freshmen applications were up at UMASS Dartmouth (10%), UMASS Boston (7%) and UMASS Lowell (4%)
*transfer applications were up 5% for the system with increases at Amherst, Boston and Dartmouth
*the number of new freshmen has increased or remained the same on all four campuses including a 27% jump at UMASS Dartmouth
*new transfer enrollees have risen 9% showing a 17% jump at Boston, 7% at Amherst and 5% at Dartmouth
*the percentage of freshmen that are students of color has decreased by 2 to 4 % on all four campuses.

Chancellor Cressy pointed out the enrollment numbers on the Dartmouth campus were due in large part to the efforts of the new Admissions Director.

In conclusion, the Committee determined that the diversity issue be taken up by a future Committee of the Whole meeting.

The next item was a **Joint Admissions Update**. Ms. Harrington reported that the Joint Admissions Agreement seeks to strengthen the academic and student support partnership between the University and the Massachusetts Community Colleges, facilitate student access to further public education in the Commonwealth and provide easy movement from the associate degree to the bachelor's degree for students enrolled in public higher education in Massachusetts.

Ms. Harrington continued by reporting on the benefits to students, including guaranteed admission to the University (provided they complete a transfer-designated program with a 2.5 GPA), academic advising from both the Community College and the University, equal access to specific majors, registration for courses, etc., eligibility for the tuition advantage program and reduction of paperwork necessary for transferring.

Following Ms. Harrington's presentation, the Committee thanked her and the President's Office staff for their diligence in making this venture a success. The Committee looked forward to an update in the future.

Chair Bissonnette then announced the Committee would enter **Executive Session** to consider **Appointments with Tenure, UMASS Boston and UMASS Worcester**. She indicated that the Committee would not reconvene in open session.

It was moved, seconded and

VOTED: To enter into Executive Session for the purpose of considering Appointments with Tenure.

Trustees Dolan, Giblin, Karam, Naughton voted for the motion as did Chair Bissonnette. The time was 11:40 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE OF THE WHOLE

Tuesday, February 3, 1998; 4:30 p.m.
Chancellor's Conference Room
Quinn Administration Building
University of Massachusetts
Harbor Campus
Boston, Massachusetts

Committee Members Present: Chair Karam; Vice Chair Haynes; Trustees Berlandi, Bissonnette, Carpenter, Dubilo, Giblin, Lewenberg, Kraft, Mahoney, Murray, Osterhaus and Tremblay

Committee Members Absent: Vice Chair Foley; Trustees Bogan, Fey, Flores, Hoff, Mihos, Naughton, O'Leary and Tirrell

University Administration: President Bulger; Vice President and General Counsel Kirby; Vice President Botman; Chancellors Scott, Penney, Cressy, Hogan and Lazare

Faculty Representatives: Professors O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 4:30 p.m. and introduced the first item of the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was then moved, seconded and

VOTED: To approve the minutes of the December 2, 1997 meeting of the Committee.

Chair Karam then asked Trustee Bissonnette to introduce the next item on the agenda, **Programs of Distinction**. There had been a suggestion that the Committee of the Whole dedicate a meeting to a discussion of academic programs of distinction. The Chancellors were asked to identify such programs that meet the following criteria:

- have demonstrated an impact on the intellectual/creative frontier of the field;
- are recognized by credible national or international standards;
- taught by faculty with notable reputations in teaching, scholarly activity and service;
- effectiveness of teaching and learning for students;
- moving the University toward the achievement of campus missions and strategic academic goals.

The campuses were also asked to report on academic programs that could be elevated to programs of distinction and what was needed in terms of resources to accomplish that goal.

Chancellor Penney distributed the Boston report highlighting the following programs: Biology, Environmental and Coastal Sciences, the Psychology Department, the Bilingual ESL Master's Program, and the Master's in Historical Archaeology. She then reported on Programs near Distinction: Geographic Information Technologies, Computer Science, Ph.D. in Public Policy, Ph. D. Program in Gerontology, and the Program for Women in Politics and Government.

Chancellor Penney then introduced Michael Rex, Chair, Biology, Steven Schwartz, Chair, Psychology, Kamal Bawa, Biology, Stephen Mrozowski, Anthropology, Donaldo Macedo, English/ESL, William Robinson, Director, ECOS and Robert Chen, ECOS.

Chancellor Cressy then distributed a report "Present and Future - Programs of Distinction." He reported on the Marine Science Program, Portuguese Studies Program, Mathematics Education, Electrical Engineering, Chemistry/Biochemistry, Design and Fine Arts, Political Science. Potential Programs of Distinction include General Education, English/Professional Writing, Charlton College of Business, and Textiles.

Chancellor Hogan distributed the report from Lowell. Programs of Distinction directly related to Lowell's mission include Plastics Engineering, Work Environment (Occupational Health and Safety), Teacher Education. Academic programs with very high potential for development and contribution to Lowell's mission include: Graduate Chemistry - Advanced Materials, Doctorate in Nursing, the Economic and Social Development of Regions.

Chancellor Lazare based his report on the Center for Adoption - Research and Policy. He reported that in 1995 then Governor Weld announced the formation of a Citizens' Task Force on Adoption to study ways of improving adoption laws and practices in Massachusetts. Chancellor Lazare was named Chair of the task force which spanned nine months. The Task Force recommended the creation of a Center for Adoption Research and Policy. The organizational home for the Center will be at the University and operated from the Worcester campus.

Chancellor Scott then distributed a report for the Amherst campus and discussed the Dimensions of Distinction and the National Research Council Rankings. Included in the report was a charge of "Top Third" Rankings among AAU-land Grant Universities and the rankings of UMASS Amherst programs arrayed against AAU-Land Grant Institutions. Following a review of the top third, top half and bottom half of the Amherst programs, Chancellor Scott reported that as part of strategic investments the campus budget process integrates planning and resource allocation, and annual investments from the operating budget; many complementary investments are being made at the school/college level.

Chair Karam thanked the Chancellors for their reports and requested that the Board receive regular updates on the status of the programs of distinctions as well as those programs on the border.

Chair Karam then reported that the Student Orientation postponed from the January meeting of the Committee on Academic and Student Affairs would come up at this Committee in April.

There being no further business to come before the Committee, the meeting adjourned at 5:50 p.m.

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MINUTES OF THE MEETING OF THE COMMITTEE OF THE WHOLE

Tuesday, March 31, 1998; 3:00 p.m.
Board Room
Foster Administration Building
Old Westport Road
North Dartmouth, Massachusetts

Committee Members Present: Chair Karam; Vice Chairs Foley and Haynes; Trustees Berlandi, Bissonnette, Bogan, Carpenter, Dubilo, Flores, Giblin, Kraft, Lewenberg, Mahoney, Murray, Naughton, Osterhaus, Tremblay and Tirrell

Committee Members Absent: Trustees Fey, Hoff, Mihos and O'Leary

University Administration: President Bulger; Vice President and General Counsel Kirby; Vice Presidents Botman and Lenhardt; Chancellors Scott, Penney, Cressy, Hogan and Lazare

Faculty Representatives: Professor O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 3:05 p.m. and introduced the first item on the agenda, **Consideration of Minutes of the Prior Meeting of the Committee**.

It was moved, seconded and

VOTED: To approve the minutes of the February 3, 1998 meeting of the Committee.

President Bulger reviewed the **1998 Report on Annual Indicators and the Performance Targets**. The Chancellors have been working with members of their staff spending a considerable amount of time assembling information which will be presented at today's meeting. He announces his satisfaction with the Targets for enhanced performance in various categories following extensive discussion with each Chancellor. He is pleased to recommend these targets and expresses his appreciation to the many individuals throughout the University who have worked on the Performance Targets.

President Bulger then announces a major contribution to the University from the leader of a large corporation in the Commonwealth, details of which will be announced at a later date.

Chair Karam stressed the importance of the Performance Targets and encouraged the Trustees to ask questions following the presentation.

Vice President Lenhardt began the presentation by providing some background information: In December, 1997, the Trustees had first approved the Framework; we are coming back now with a report on the results of the performance measurement activity. He reported that this had been an Academic Affairs/Fiscal Collaboration and that the Medical Center has not been included in the report. He also thanked everyone involved for their efforts.

Vice President Lenhardt reported that the Performance Measurement System will help with planning goals to improve academic quality. The system is also expected to help the campuses make deliberate decisions and encourage them to continue thinking strategically.

Vice President Lenhardt then highlighted the ten objectives which are naturally aligned with the restated mission statement and the strategic priorities recently adopted by the Board. The three components, 1) annual indicators, 2) periodic reports and 3) academic quality assessment and development, will be used in combination and over time.

Vice President Botman began her report by discussing the second part of the Performance Measurement System: Periodic Reports (alumni survey, K-12 Inventory and Continuing Education Inventory) which are in progress and will come back to the Board before the end of the calendar year. The alumni survey will sample bachelor degree recipients from 1960-1995. The K-12 Inventory will collect information on outreach activities of the University.

Vice President Botman reported that the primary purpose of the academic quality assessment and development policy is to make sure that the campuses have a procedure for measuring the University's objective to ensure the high quality of academic programs and services. A system-wide task force of faculty and administrators have met for several months to assess and improve the core academic functions of teaching and learning, research/professional/creative activity and public service/academic outreach.

She reported that the campus will begin to design procedures for analyzing and responding to questions about core criteria. The procedures must be approved by the President at the end of the year. The Provosts will forward their executive summaries of the review to the President's Office. The Board will receive reports annually on the reviews conducted that year.

The current report on Annual Indicators include trend data and peer comparisons. Vice President Botman then asked Chancellor Penney to offer a brief presentation on the financial aid indicator.

Chancellor Penney reported that the campuses ranged from 3.3 % to 5.6% of the portion of the budget devoted to institutional aid. The campuses plan to keep the numbers stable or reduce them in the future. The campuses have increased these dollars from $9M in 1992 to $21M in 1997. Each campus has added more dollars every year.

Chancellor Penney also reported that the Board of Higher Education has instituted a new policy; instead of giving out money to the neediest students, they will try to give proportional amounts to every campus. This would mean, for example that UMASS Boston would lose money to a campus like Framingham.

Vice President Botman then discussed SAT scores, high school GPA of freshmen, and freshman acceptance rates. Since the Fall of 1993, SAT scores have steadily improved at Amherst and stayed relatively stable elsewhere. The Trustees may decide they would like to turn the GPA indicator into a target indicator next year. Grade Point Average has been considered a strong predictor of college performance but is now standardized. The freshman acceptance rate: this is influenced by demographics, the cost of attending college, the competitive environment, academic reputation; all these factors affect the size of the applicant pool. Lower acceptance rates are associated with greater selectivity. We must consider the composition of the applicant pool and relate it to indicators for student academic quality. If new admission standards are put into effect we may see a rise and fall of the acceptance rate.

Vice President Botman then reported on the freshman yield rates which are influenced by the economy, the demographics, financial aid, reputation. The yield rate is a measure of the students who after being offered admission into the University decide to enroll into the institution. Yield rates may decline if campuses are more successful in tracking a stronger applicant pool.

She then introduced Chancellor Cressy to report on retention rates. Chancellor Cressy reported that the first six weeks of the freshman year are the most critical. If a student at risk can make contact with a key faculty or staff personnel, the student will most likely succeed. The Dartmouth campus has gone from a one day, to a three day orientation for new students. There is also an emphasis on combating underage drinking. On the Lowell campus there is a need to focus on both the residential and commuter students; each has different needs.

Vice President Botman then reported on freshman graduation rates. This represents a percentage of full-time, first time freshmen who graduated within six years of entry into the University. This information does not reflect transfer students. Nationally, graduation rates are lower in institutions enrolling more non-traditional students, commuter students, and more diverse populations. Students that don't graduate from our institution might still be enrolled or transferred to other campuses, or have taken time off to work.

Chancellor Scott then reported on the indicator on Research and Development expenditures per faculty member and presented data from the Amherst campus which showed comparisons to their peers. Three challenges effecting the growth in Research and Development are--infrastructure: our facilities are not competitive with some of the newer institutions; new faculty: Amherst has not been hiring many new faculty members, newer faculty members are very productive in bringing in research funds; matching funds: we are trying to carve out more of our budget to match funds.

Vice President Lenhardt reported on the operating margin target which indicates whether or not revenues have exceeded expenditures. The operating margin for the system in 1997 was 5.7% which is typical of a ratio for public universities systems.

Chancellor Hogan reported on the financial cushion indicator. This indicator tells how effective an institution has been in preserving funds. It is a ratio of two numbers, cash that is available, and expenditures.

Vice President Lenhardt then addressed the issue of private fund raising including endowment per student and funds raised annually. He reported that most private funds are dedicated to specific purposes and cannot be substituted for general operating funds. Significant improvement in these areas will require investment in development systems and staff.

Vice President Lenhardt noted that the Board of Higher Education is also developing a Performance Measurement report for certain segments of public higher education.

There were then several questions and comments from members of the Board. Chair Karam stated the need to mark progress regarding enrollment management. He stated his belief that the President's Office has increased positive exposure for the University such as the Commonwealth Scholars, the advertising, and the Presidential visits to high schools. All of these ventures have a positive affect on acceptances and applications.

Trustee Lewenberg inquired about the status of the alumni surveys. Vice President Botman responded that those results would be available at the next appropriate meeting.

Trustee Foley inquired as to the safety on our campuses compared to our peers and would like to see information on this subject in the future.

Trustee Mahoney stressed the fact that the University must continue to mark progress with our applications.

President Bulger expressed his desire to move with caution as the University moves ahead accomplishing our objectives.

There being no further business to come before the Committee the meeting was adjourned at 4:52 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE OF THE WHOLE

Tuesday, August 4, 1998; 3:00 p.m.
Fisher Recital Hall - Durgin Hall
South Campus
University of Massachusetts
Lowell, Massachusetts

Committee and Committee Staff: Chair Karam; Vice Chairs Foley and Haynes; Trustees Bissonnette, Bogan, Court, Dolan, Dubilo, Fey, Giblin, Hoff, Kraft, Lewenberg, Mihos, Molnar, Naughton, Osterhaus and Tremblay

Committee Members Absent: Trustees Berlandi, Flores, Mahoney and O'Leary

University Administration: President Bulger; Interim University Counsel O'Malley; Vice President Botman; Vice President Lenhardt; Chancellors Scott, Penney, Cressy, Hogan and Lazare

Faculty Representatives: Professors O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 3:00 p.m. and introduced the first item of the agenda, Consideration of Minutes of the Prior Meeting of the Committee.

It was then moved, seconded and

VOTED: To approve the minutes of the March 31, 1998 meeting of the Committee.

The next item on the agenda was the **Reports on the Ad Hoc Committees** formed as a result of the June, Trustee Retreat to study issues concerning Committee/Board structure.

Trustee Giblin began by reporting on the Ad Hoc Committee on Trustee Orientation. It was determined by the members of this Committee that a proper orientation to the Board and the University was essential for incoming Trustees. Vice President Chmura was commended for writing a comprehensive report outlining the steps that will be involved such as: 1) an intensive two day initial orientation program; 2) an orientation handbook and resource materials; 3) a Trustee mentoring program; 4) visits to the campuses and to the President's Office; and 5) an annual retreat.

There was a general discussion between the Trustees about the need to consider candidates for Trustees in the academic field as well as the need for diversity. Chair Karam requested that a detailed letter from the President be sent upon confirmation of a new Board member; also, a member of the President's Office be assigned to work in conjunction with the Trustees' office with the orientation process.

Mr. O'Malley, Interim University Counsel was asked to prepare the needed By-Laws changes for the October Board meeting. It was also suggested that potential Trustee candidates be advised in advance the time commitment involved as a Board member of the University.

The next item on the agenda was the report on the Ad Hoc Committee on Trustee/Campus Assignments. Trustee Haynes reported on the Committee's findings and are recommending against Trustees being assigned to a single campus. The Committee concluded that such a change could potentially dilute the system's approach to issues and challenges facing the University.

The Committee suggested that Board members take it upon themselves to arrange trips to the campuses participating in academic, social and athletic events. Trustees Lewenberg and Dubilo suggested that some University events be scheduled late in the business day into the evenings and/or on weekends. Chair Karam suggested the campuses utilize the Trustees' time while there for Board meetings to meet with students and faculty members.

Chair Karam then gave the report for the Ad Hoc Committee on Board Agenda and Meeting Schedule. The Committee is recommending the Board condense the schedule to four meetings a year with at least one Trustee Retreat. Trustee Foley recommended scheduling all Committee meetings and Board meetings on a two day schedule to insure better attendance.

Trustee Bissonnette mentioned the restructuring of items considered by the Committee on Academic and Student Affairs. Trustee Mihos requested a way of identifying University personnel.

Chair Karam suggested the Nominating Committee reconvene and take on the responsibilities of Trustee Orientation possibly renaming itself the Committee on Trustee Governance.

Trustee Haynes then inquired about the status of issues discussed at the Labor Summit. It was agreed that these issues are being considered.

There was a discussion about merging the Development Committee with the Investment Sub Committee. Trustee Kraft questioned this move as development was a different matter than University investments. Chair Karam asked that this issue remain on hold until a meeting could be arranged between himself, Trustees Mahoney, Fey, Kraft and Hoff.

Following a discussion about Committee structure it was decided that the Audit Committee would combine their issues with the Committee on Administration and Finance, Athletic issues would fall under the Committee on Academic and Student Affairs and the investment/development issue would be discussed further. It was also decided that Committee meetings would begin at 8:00 a.m. The President's Office will draft a schedule for 1999 with the new Committee and meeting structure for the Board's review.

The next item on the agenda was Key Issues Facing Standing Committees. Trustee Fey began by reporting for the Committee on Administration and Finance. Several issues in the works included: 1) Capital Improvement/How will the University maintain and improve its property; 2) Quasi/Endowment/Shall the University dedicate significant operating funds to increasing the University's endowment; 3) Student Charges/What is the appropriate level of charges for students to attend the University; and 4) Financial Performance/What level of Financial Performance should the University expect from each of the five campuses.

Trustee Giblin gave the report for the Committee on Administrative Redesign. It is expected that the Administrative Technology Coordinating Committee will be issuing a report in the near future. The Pappas Group continues to work on outcome measures which will also be reviewed by the Committee.

Chair Karam announced that reports from the other Committees would come up at a future meeting.

There being no further business to come before the Committee, the meeting adjourned at 4:55 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE COMMITTEE OF THE WHOLE

Tuesday, October 6, 1998; 4:30 p.m.
Gunness Student Center - Conference Room
Marcus Hall, Engineering Building
University of Massachusetts
Amherst, Massachusetts

Committee Members Present: Chair Karam; Vice Chair Haynes; Trustees Bissonnette, Court, Dolan, Dubilo, Giblin, Kraft, Mahoney, Mihos, Molnar and Naughton

Committee Members Absent: Trustees Berlandi, Bogan, Fey, Flores, Foley, Hoff, Lewenberg, O'Leary, Osterhaus and Tremblay

University Administration: President Bulger; Interim University Counsel O'Malley; Chancellors Cressy, Hogan, Lazare and Penney; Deputy Chancellor Williams; Vice Presidents Botman and Lenhardt

Presenters: Ms. Margo Crist, UMASS Amherst; Ms. Sharon Bostick, Donald Babcock, Mark Schlesinger, UMASS Boston; Chris Smith, UMASS Lowell; Zemenay Yesihak, UMASS Boston; Diana Tisbert, UMASS Lowell

Faculty Representatives: Professors O'Connor, Disch, DiPippo and Phelan

Chair Karam convened the meeting at 4:32 p.m. and introduced the subject for today's meeting: **Presentation on Information Technology**.

President Bulger reported that today's presentation will demonstrate the vast possibilities for communication and information throughout the University system. He then thanked everyone involved in today's presentation.

Vice President Lenhardt first thanked Tad Jackson, Paul Swenson, Steve Levy, Mark Morrill and Tom Simons for their efforts to make today's presentation possible.

Vice President Lenhardt stressed the importance of the UMASS Home Page on the World Wide Web which offers quick access to information about the University.

Vice President Botman began by presenting a brief overview of the emergence of Information Technology at the University. Vice President Lenhardt and Deputy Chancellor Williams also reported on the following:

- Funding for IT including $20,000,000 in State Funds and University Campus Commitments;
- Benefits which includes the increase in the number of courses available to students, increases in the number of students served, shared resources and greater interaction between teacher and student;
- Issues to Consider: student isolation, student detachment from faculty contact, student advising and loss of community of intellect;
- Distance Education at UMASS: 386 distance learning courses were offered by UMASS in 1997-98; 3,800 students enrolled in UMASS distance learning courses; more than 90% of the

courses were offered for credit; approximately 60% of courses were graduate level, 30% undergraduate and 10% non-credit;

- Policy Issues and Development: meets legal obligations and minimizes risk; complies with internal and external audit requirements; ensures that the University's data and intellectual property are adequately protected; promotes uniform standards for use of IT; enhances the University's public image;
- Implementation of policy issues and development will include guidelines that will be developed by the IT Council and sent to the President's Council for approval; definitions Addendum provides a consistent definition of terms for all policies and guidelines;
- All guidelines will have the same format, including purpose, scope, responsibility and compliance and enforcement; approved guidelines are implemented at the campus level as procedures and approved guidelines are accessed from the UMASS System Home Page.

Sharon Bostick from the Boston campus and Margo Crist from the Amherst campus gave a brief overview of the ways in which technology is changing libraries, their resources, access and services for students and faculty.

Mark Schlesinger, UMASS Boston and Chris Smith, UMASS Lowell and Zemenay Yesihak, UMASS Boston and Diana Tisbert, UMASS Lowell then shared their impressions of the distance learning classes they had been involved in via the MITI Network. Each described their satisfaction with the intercampus distance learning collaboration.

Following the presentation the Committee engaged in a question and answer session with the students and the faculty members.

Vice President Botman announced the University's Instructional Technology Conference in Boxborough on April 8, 1999 and encouraged everyone to attend.

There being no further business to come before the Committee, the meeting adjourned at 6:12 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE COMMITTEE OF THE WHOLE

Tuesday, December 1, 1998; 4:00 p.m.
Hoagland-Pincus Conference Center
Worcester Foundation Campus
222 Maple Avenue
Shrewsbury, Massachusetts

Committee Members Present: Chair Karam; Vice Chair Lewenberg; Trustees Berlandi, Bissonnette, Court, Dolan, Fey, Foley, Giblin, Mihos, Naughton, Osterhaus and Tremblay

Committee Members Absent: Trustees Bogan, Dubilo, Flores, Haynes, Hoff, Mahoney, Molnar and O'Leary

University Administration: President Bulger; University Counsel O'Malley; Chancellors Scott, Penney, Cressy, Hogan and Lazare; Vice Presidents Botman and Lenhardt

Faculty Representatives: Professors O'Connor, Disch, DiPippo, Carter and Cooke

Chair Karam convened the meeting at 4:05 p.m. and introduced the first agenda item, **Ancillary Services**. Trustee Naughton reported that the Ad Hoc Committee on Auxiliary Services has discussed ways to increase productivity and utilize savings, which would enhance ancillary services. The Committee has looked at the five campuses and determined that based on the dollar amounts involved, requested the Amherst campus explore all options the ancillary services now provide. The Committee would look at the other campuses sometime in the future.

It was moved, seconded and

VOTED: To recommend that the Board approve the following resolution on the Board Consent Agenda:

Whereas, the University of Massachusetts manages and operates many services which are vital but ancillary to the basic educational, research and service mission of the University and;

Whereas, the University strives to provide high quality services in the most cost effective manner;

Whereas, many of these ancillary services are similar to such services provided outside the University by many types of organizations;

Whereas, in consultation with all our students, faculty and staff we want to make decisions for the future which are sound;

Therefore, the University Trustees hereby request the Amherst Chancellor to explore the best method of achieving highest quality and reasonably priced "retail" ancillary goods and services that meet the needs and preferences of customers;

Such exploration shall include a detailed analysis of ways to improve existing operations, review of experiences at other institutions and solicitations of information from knowledgeable sources, potential vendors and service providers on alternative options and approaches for providing such services.

Further voted that a report detailing the results of such reviews, recommendations and a timetable for steps to improve such ancillary services shall be made available to the Trustee ad hoc auxiliary committee and the President of the University no later than May 1, 1999.

President Bulger then introduced the next item, a presentation on **Academic and Administrative Restructuring** and thanked the Chancellors for their work in this area. Chair Karam expressed his support for the restructuring efforts by the campuses.

Vice President Lenhardt began by reporting that this initiative began in 1995, after the Board of Trustees asked the campuses to reallocate at least 15 percent of their core budgets from low-priority programs to high priority programs by the year 2000. Since 1996, the campuses have reported annually in December on the progress of their restructuring and reallocation efforts.

Vice President Lenhardt then thanked Daphne Layton and Steven O'Riordan in the President's Office, Dan Brosnan from Lowell, Jean MacCormack and Kiran Verma from Boston, Bryan Harvey and Joyce Hatch from Amherst, Richard Panofsky and Susan Sullivan from Dartmouth for their work on this report.

Vice President Botman reported on the process: restructuring efforts include dollars reallocated from one budgetary unit to another; reallocation efforts include dollars reallocated within departments to new activities. The report focussed on new base investments from FY96-FY98 generated by new state revenues, new nonstate revenues and restructured/reallocated resources. Use for the new base investments included salary increases and central/mandated costs.

Vice President Botman then asked the Chancellors to present their reports, which were also distributed. Chancellors Cressy, Hogan, Penney and Scott reported on the efforts of their respective campuses.

Chair Karam thanked the campuses for their work in the areas of restructuring and reallocation. He requested that the Chancellors and the members of the President's Office join efforts and proceed with the next steps. The momentum must continue and move forward. He thanked Daphne Layton, Steve O'Riordan and Kelli Armstrong for their work in these areas.

There being no further business to come before the Committee, the meeting was adjourned at 5:50 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE DEVELOPMENT COMMITTEE

Wednesday, February 4, 1998; 11:00 a.m.
Room 308
Quinn Administration Building
University of Massachusetts
Harbor Campus
Boston, Massachusetts

Committee Members Present: Chair Hoff; Vice Chair Mahoney; Trustees Dubilo, Fey, Kraft, Karam, Naughton and Tremblay

Other Trustees: Trustee Flores

Committee Members Absent: Trustees Berlandi and Foley

University Administration: Associate Counsel Bench; Chancellors Cressy and Hogan; Mr. Suduiko, Director, UMASS Foundation; Vice Chancellors Sperounis and Hedgepeth; Mr. Luck, UMASS Boston; Mr. Ramsbottom, UMASS Dartmouth; Mr. Rizzo, UMASS Lowell; Mr. Courtney, UMASS Worcester; Mr. Connolly, Director, Public Information

Chair Hoff convened the meeting at 11:14 a.m. The first item on the agenda was **Consideration of Prior Minutes of the Prior Meeting of the Committee**. It was moved, seconded and

VOTED: To approve the minutes of the November 13, 1997 meeting of the Committee.

There was then a request by members of the Committee that they receive a detailed analysis of the cost from September's Inauguration as well as a list of the donations. Mr. Suduiko stated he would provide that information.

Chair Hoff then asked for a **Planning Update - 1998 Gala Event**. Vice Chair Mahoney reported this year's event would be held on September 24 and will include a full day of activities focusing on renowned Professors from each campus. Vice President Botman and the Chancellors are currently working on the list of professors that will participate. There will also be a breakfast with several keynote guests, and a dinner later that night. Rick Pitino, coach for the Boston Celtics, will be featured at dinner; the entire event will be videotaped.

There was discussion about naming the event and several suggestions were offered. Chair Karam emphasized the need to place the emphasis on the excellence within the University. This issue would be discussed further by the Sub-Committee led by Vice Chair Mahoney.

There was also a discussion about the importance of following up with activities surrounding the last event and the status of last year's guests, Jack Smith and John Welsh.

There was a question about the location of the 1998 event. Vice Chair Mahoney reported that last year's event went very well at Symphony Hall but that location may not be viable for this year's event. He also reported that the SubCommittee will be broken up into different groups, one looking into locations, another working on the day's events and another on the planned dinner book.

There were then several suggestions for continued success with these events:

- follow-up and letters to each donor;
- establish a strategy and regular relationships with corporate sponsors;
- a diverse group of speakers;
- a strong focus on academics.

There was then a discussion about the members of the Committee with President Bulger and General Counsel Kirby studying the idea that the UMASS Foundation handle issues currently being dealt with by the Development Committee. General Counsel Kirby is currently working on a policy that would allow all fundraising issues be under the jurisdiction of the Foundation. This raised the question about a possible conflict of interest involving Trustees as members of the Foundation and gift giving. This issue will be studied and action is expected at the next meeting. Vice Chair Mahoney requested that Committee members who would prefer to discontinue their membership on the Committee contact him.

Chair Hoff then asked for the Campus Fundraising/Capital Campaign Update.

Fundraising achievements numbers as of February, 1998 are as follows:

	First Quarter (+):	Second Quarter:	Goal 6/98:
AMHERST:	$1.2 M	$6 M	$26.7 M
BOSTON:	$3 M	$3.7 M	$8.0 M
DARTMOUTH:	$2.2 M	$1.2 M	$3.8 M
LOWELL:	$2 M	$2.8 M	$6.2 M
WORCESTER:	$8.5 M	$9.8 M	$16.5 M

The Development officers then provided updates of their campus fundraising efforts and the status of their capital campaigns.

There being no further business to come before the Committee, the meeting adjourned at 12:30 p.m.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON FINANCIAL STATUS AND FUNDING, UMASS DARTMOUTH

Tuesday, June 2 , 1998; 12:00 noon
Wood Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members: Chair Mihos; Trustee Berlandi, Karam and Naughton

University Administration: President Bulger; Vice President Julian

Chair Mihos convened the meeting at 12:00 noon. The Committee members discussed the financial difficulties that face Dartmouth and if the problems arise as a result of under-funding or possible over-spending.

Following the discussion, the Committee members agreed to study the issue further and report back to the Board and the President with their recommendations.

There being no further business to come before the Committee the meeting was adjourned at 1:00 p.m.

Christy P. Mihos

Christy P. Mihos
Chair, Ad Hoc Committee on
Financial Status and Funding,
UMASS Dartmouth

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MINUTES OF THE MEETING OF THE NOMINATING COMMITTEE

Tuesday, June 9, 1998; 3:30 p.m.
Board Meeting Room
University of Massachusetts
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Giblin; Trustees Bissonnette, Fey, Flores, Karam and Mihos

Chair Giblin called the meeting to order at 3:30 p.m.

The Committee members discussed how to proceed with contacting other Trustees for input before a final recommendation and report is forwarded to the Board.

There was also a general discussion on Board and Committee structure.

There being no further business, the Committee adjourned at 4:35 p.m.

William E. Giblin
Chair
Nominating Committee

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE NOMINATING COMMITTEE

Wednesday, June 17, 1998; 3:30 p.m.
Board Meeting Room
University of Massachusetts
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Giblin; Trustees Bissonnette, Fey, Flores and Mihos

Chair Giblin called the meeting to order at 3:30 p.m.

The members reported on their discussion with individual Trustees. Following discussion it was moved, that the Committee recommend the following slate of nominees to the Board:

To confirm and approve the Officers and Committee Chairs of the Board set forth in Doc. T98-, all to serve until the next annual meeting of the Board.

Chair	Robert S. Karam
Vice Chair	Robert J. Haynes
Vice Chair	Peter K. Lewenberg
Chair, Academic and Student Affairs	Diane E. Bissonnette
Vice Chair, Academic and Student Affairs	John M. Naughton
Chair, Administration and Finance	Grace K. Fey
Vice Chair, Administration and Finance	Peter J. Berlandi
Chair, Audit	John M. Naughton
Vice Chair, Audit	William E. Giblin
Chair, Athletic	Daniel E. Bogan
Vice Chair, Athletic	Christy P. Mihos
Chair, Development	Charles J. Hoff
Vice Chair, Development	Robert M. Mahoney
Chair, Administrative Redesign	William E. Giblin
Chair, Personnel and Diversity	Heriberto Flores
Vice Chair, Personnel and Diversity	Christy P. Mihos
Secretary	Barbara F. DeVico

There being no further business, the Committee adjourned at 5:00 p.m.

William E. Giblin
Chair
Nominating Committee

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON PERSONNEL AND DIVERSITY

Friday, April 17, 1998; 10:30 a.m.
Wood Room
University of Massachusetts
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Flores; Vice Chair Mihos; Trustee Fey

Committee Member Absent: Trustee Hoff

University Administration: Attorney Lawrence Bench; Chancellor Lazare

Guests: Professor Michael Czech; Professor John Mole; Attorneys Kimberly M. Saillant and

Chair Flores convened the meeting and asked for a motion to go into **Executive Session** to consider possible disciplinary action involving an employee. Chair Flores voted for the motion as did Trustees Fey and Mihos. The time was 10:35.

At 4:15 p.m. the meeting was recessed until a date to be determined.

Barbara F. DeVico
Secretary to the Board of Trustees

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MINUTES OF THE MEETING OF THE
AD HOC COMMITTEE ON PERSONNEL AND DIVERSITY

Monday, June 8, 1998; 10:30 a.m.
Wood Room
University of Massachusetts
One Beacon Street - 26th Floor
Boston, Massachusetts

Committee Members Present: Chair Flores; Vice Chair Mihos

Committee Member Absent: Trustees Fey and Hoff

University Administration: Attorney Lawrence Bench; Chancellor Lazare

Guests: Professor Anthony Carruthers and Professor Francis Chlapowski; Professor John Mole; Attorneys Kimberly M. Saillant and Berin Sultan, Esq., Deutsch, Williams, Brooks, DeRensis, Holland & Drachman, P.C.

Chair Flores re-convened the meeting and asked announced that the Committee would continue in **Executive Session** considering possible disciplinary action involving an employee. Chair Flores voted for the motion as did Trustees Fey and Mihos. The time was 10:45 a.m.

At 4:45 p.m., the meeting was recessed until a date to be determined.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

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MINUTES OF THE MEETING OF THE AD HOC COMMITTEE ON TRUSTEE ASSIGNMENTS

Wednesday, July 29 , 1998; 11:00 a.m.
Wood Room
One Beacon Street, 26th Floor
Boston, Massachusetts

Committee Members: Chair Haynes; Trustees Dubilo, Lewenberg, Hoff and Kraft

Committee Members Absent: Trustees Hoff and Kraft

University Administration: Vice President Botman

Chair Haynes convened the meeting at 11:00 a.m. and asked for suggestions regarding the feasibility of assigning Trustees to a single campus.

Following discussion among the members of the Committee and Vice President Botman, the Committee decided against recommending Trustees be assigned to a single campus. Trustees should instead, be encouraged to attend campus events at each of the five campuses and make every effort to attend commencement exercises.

Trustees Dubilo and Lewenberg suggested that the Board consider holding meetings that begin late in the business day and carry over into the evening and/or on weekends.

There being no further business to come before the Committee the meeting was adjourned at 11:30 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

DRAFT

REPORT OF THE TRUSTEE COMMITTEE ON TRUSTEE ASSIGNMENTS
Wednesday, July 29, 1998; 11:00 a.m.

MEMBERS: Robert J. Haynes, Chair; Trustees Dubilo, Lewenberg, Hoff and Kraft

PRESENT: Chair Haynes, Trustees Dubilo and Lewenberg; Vice President Selma Botman

PURPOSE OF THE MEETING

The purpose of the meeting on July 29, 1998 was to discuss the idea of assigning Trustees to individual campuses in an effort to help Trustees better understand the University.

DISCUSSION

After much discussion, the Trustees decided against recommending that Trustees be assigned to a single campus. Not wanting Board members divided or assuming partisan views toward a particular campus, the committee concluded that such a change could potentially dilute the systems approach to issues and challenges facing the University and prove counter-productive. Committee members underscored the importance of Trustees playing an active role in university life, and they encourage colleagues to spend time engaging on campuses.

TRUSTEE ENGAGEMENT

The Committee suggested that Board members take personal responsibility for going to campuses and participating in academic, social, and athletic events, getting to know students, and meeting with faculty. While discussion focused on the difficulty new Trustees have in understanding the system and the lack of specific training, the prospect of a Board Orientation was welcomed.

SUGGESTIONS

- There should be no change in Trustee assignments to campuses.
- Trustees should be encouraged to attend campus events at each of the five campuses.
- Trustees should make every effort to attend commencement exercises.
- Trustees should understand their responsibility in engaging in campus life.

FOOTNOTE

Peter Lewenberg and Ned Dubilo asked that the Board consider holding meetings that begin late in the business day and carry over into the evening and/or on weekends.

REPORT OF THE
TRUSTEE COMMITTEE ON
TRUSTEE ASSIGNMENTS
Wednesday, July 29, 1998; 11:00 a.m.

MEMBERS: Robert J. Haynes, Chair; Trustees Dubilo, Lewenberg, Hoff and Kraft

PRESENT: Chair Haynes, Trustees Dubilo and Lewenberg; Vice President Selma Botman

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UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

MINUTES OF THE MEETING OF THE TRUSTEE GOVERNANCE COMMITTEE

Wednesday, December 2, 1998; 10:00 a.m.
Hoagland-Pincus Conference Center
Worcester Foundation Campus
222 Maple Avenue
Shrewsbury, Massachusetts

Committee Members Present: Chair Giblin; Trustees Bissonnette and Fey

Committee Members Absent: Trustees Flores and Mihos

University Administration: Vice President Chmura; Ms. Kelly, Assistant to the President

Chair Giblin convened the meeting at 9:55 a.m. The discussion centered around the new Trustee Orientation Manual being prepared by the President's Office to help future members of the Board be better prepared for their roles as Trustees of the University.

Vice President Chmura had prepared a draft outline for the manual. Members of the Committee commended Vice President Chmura for this work on the manual and asked that he continue to work on the manual's completion.

It was agreed that there was a considerable amount of information gathering to be done and that Vice President Chmura would draft a letter from Chair Giblin to the campus Chancellors requesting their help with the manual and providing updated information about the campuses.

There being no further business to come before the Committee, the meeting was adjourned at 10:15 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees

UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

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